

**EXHIBIT E**

**May 2012**

**MORRISON | FOERSTER**

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Residential Funding Company, LLC  
 8400 Normandale Lake Blvd., Suite 250  
 Minneapolis, MN 55437

**Taxpayer ID #** [REDACTED]  
 Invoice Number: 5163898  
 Invoice Date: August 22, 2012

Client/Matter Number: 021981-0000083

Matter Name: CHAPTER 11

**RE: CHAPTER 11***For Professional Services Rendered and Disbursements Incurred through May 31, 2012*

	<u>U.S.Dollars</u>
Current Fees	2,482,860.00
Client Accommodation (Minimal Hours)	-19,155.50
Client Accommodation (NonWorking Attorney Travel)	<u>-7,202.25</u>
Net Fees	2,456,502.25
Current Disbursements	<u>435,060.81</u>
<b>Total This Invoice</b>	<b><u>2,891,563.06</u></b>

Payment may be made by Electronic Funds transfer to the firm's account

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
<b>Asset Analysis and Recovery</b>				
24-May-2012	Review bondholder recovery analysis (.6); correspondence with Centerview regarding same (.3).	Marinuzzi, Lorenzo	0.90	778.50
<b>Total: 001</b>	<b>Asset Analysis and Recovery</b>		<b>0.90</b>	<b>778.50</b>
<b>Asset Disposition/Sales</b>				
14-May-2012	Email correspondence with various parties regarding final AFI and Nationstar Asset Purchase Agreements (1.0); assemble schedules and related materials for delivery to DIP lenders and other parties (.6).	Kohler, Kenneth E.	1.60	1,216.00
14-May-2012	Review open points on schedules to Fortress APA (1.2); attend calls with Sidley Austin, Nationstar and Fortress concerning additions and clarifications to ResCap APA schedules (1.4); review clean-up changes on APA (1.1).	Tanenbaum, James R.	3.70	3,681.50
14-May-2012	Finalize term sheet related to AFI APA as exhibit to court filing (1.2); email correspondence with J. Waller and C. Bruens of Kirkland & Ellis regarding comments to final draft term sheet (.3); prepare revisions to same to reflect comments (.4); respond to external requests from counsel to DIP lenders, ResCap and Centerview individuals via phone and emails (1.1); collect internally execution versions of exhibits, schedules, APAs, exhibits or court filing for multiple external distributions of same (.9); follow-up email correspondence regarding execution and filing process related to NSM and AFI APAs, term sheets and other exhibits with D. Ingles of Skadden Arps, B. Weingarten of Centerview, M. Crespo, K. Kohler, N. Welch, A. Barrage (1.3); review comments from ResCap review group to revised draft schedules to DIP credit agreement (.4); prepare revisions to schedules to DIP credit agreement to reflect same (.7); email discussions regarding ResCap and Skadden Arps comments to schedules to DIP credit agreement with J. Pierce, G. Peck and M. Beck (.5).	Thomsen, Gerd D.	6.80	4,658.00
14-May-2012	Finalize schedules and disclosure memorandum for NM APA.	Welch, Edward M.	4.50	2,947.50
15-May-2012	Prepare final Nationstar APA documentation and participate in internal meeting regarding same.	Evans, Nilene R.	1.50	1,140.00
15-May-2012	Email correspondence with various parties regarding final AFI and Nationstar Asset Purchase Agreements (.2); meet with MoFo internal team regarding same (.6).	Kohler, Kenneth E.	0.80	608.00
15-May-2012	Prepare APA transaction work plan.	Kumar, Neeraj	6.00	2,670.00
15-May-2012	Review and analyze sale motion for tax concerns.	Law, Meimay L.	1.00	445.00

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15-May-2012	Discuss with directors certain employee, management and director considerations relating to further negotiations of the APAs.	Tanenbaum, James R.	0.80	796.00
15-May-2012	Participate in internal meeting with N. Evans, N. Welch, J. Tanenbaum, N. Kumar and M. Al-Najjab regarding post-signing deliverables pursuant to NSM and AFI APAs and other execution tasks (.5); review of further Skadden Arps comments to schedules to DIP credit agreement (.4); email discussions regarding additional Skadden Arps comments to schedules to DIP credit agreement with J. Pierce and G. Peck (.3); prepare revisions to schedules to DIP credit agreement to reflect further Skadden Arps comments (2.5); review final draft schedules to DIP agreement reflecting updates to incorporate Skadden Arps comments (1.3); prepare final distribution email to the ResCap review group of individuals with final schedules to DIP agreement (.3); meeting with M. Al-Najjab regarding preparation of executions sets of APAs for ResCap, Centerview, Skadden Arps and Mayer Brown (.2); review final assembled execution versions of NSM and AFI APAs with exhibits and schedules (.7).	Thomsen, Gerd D.	6.20	4,247.00
15-May-2012	Attend internal meeting to discuss post-signing deliverables (.6); follow-up and drafting timeline (.5); draft formal notices (.5); discuss post-signing deliverables with Company (.8).	Welch, Edward M.	2.40	1,572.00
16-May-2012	Review emails regarding AFI APA edits (.3); review email of J. Waller (Mayer Brown) regarding updated AFI APA (.5); coordinate filing of corrected exhibits with L. Guido, J. Kline and G. Thomsen (.2); emails with L. Nashelsky, A. Smith, and J. Auspitz regarding privacy ombudsman declaration (.5); calls with J. Auspitz regarding same (.2); prepare Hamzehpour proffer in connection with privacy ombudsman declaration (1.0).	Barrage, Alexandra S.	2.70	1,876.50
16-May-2012	Review and revise Ally APA.	Cheng, Calvin Z.	1.50	960.00
16-May-2012	Emails regarding conformance of AFI APA to NSM APA.	Evans, Nilene R.	0.30	228.00

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16-May-2012	Email correspondence with various parties regarding final AFI and Nationstar Asset Purchase Agreements (3.5); call with L. Reichel regarding notice requirements under APAs (.2); call with D. Ingles of Skadden regarding possible inconsistencies between APAs (.2); follow up emails and calls with various parties regarding correction of inconsistencies by filing a corrected AFI APA (2.5); email correspondence with M. Fahy Woehr regarding preparation of draft Servicing Transfer Agreement and NSM Subservicing Agreement (.2); email correspondence with T. Kelly (Dorsey) regarding revised Eighth Amendment to AFI LOC (.1); email correspondence with N. Evans, K. Chopra (Centerview) and G. Thomsen regarding AFI purchase price calculation and research same (.4).	Kohler, Kenneth E.	7.10	5,396.00
16-May-2012	Meeting with T. Hamzehpour regarding Nationstar transaction.	Lee, Gary S.	0.20	195.00
16-May-2012	Discussions with A. Barrage regarding ombudsman declaration (.3); review sale motion regarding same (.2); review draft sale orders (.4).	Nashelsky, Larren M.	0.90	877.50
16-May-2012	Correspondence with J. Mack regarding negotiations with Fortress (.2); meet with T. Hamzehpour concerning approach to, and staffing relating to, Fortress discussions and negotiations (.3); prepare for APA discussion on Friday (1.2).	Tanenbaum, James R.	1.70	1,691.50
16-May-2012	Email correspondence with J. Waller and E. Raymond of Mayer Brown and K. Kohler regarding corrections to AFI APA (.2); review redline of execution version of AFI APA (.3); review Mayer Brown draft of corrected copy of AFI APA (.5); prepare corrected copy of term sheet to reflect corrected copy of AFI APA (.5); email correspondence with J. Waller and E. Raymond of Mayer Brown and K. Kohler regarding corrections to term sheet (.3); review AFI APA in order to provide input to ResCap timeline regarding post-signing deliverables and tasks (.5); review draft timeline regarding AFI APA post-signing deliverables by ResCap (.6); prepare comments to same (.4); meeting with N. Kumar regarding comments to same (.2).	Thomsen, Gerd D.	3.50	2,397.50
16-May-2012	Review post-signing checklist regarding APAs.	Welch, Edward M.	0.60	393.00
17-May-2012	Review all APA sale orders and revised AFI APA agreement prior to filing (1.5); emails with G. Thomsen, J. Kline, and M. Crespo regarding amending same (.2); including discussion with L. Nashelsky regarding revisions to Sale Procedures Order and Sales Orders (.3).	Barrage, Alexandra S.	2.00	1,390.00
17-May-2012	Review list of Subservicing Agreements against Nationstar APA schedules and provide feedback to N. Evans.	Beck, Melissa D.	0.30	199.50
17-May-2012	Revise NSM Subservicing Agreement.	Cheng, Calvin Z.	0.50	320.00

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17-May-2012	Analysis of guidelines for actions permitted under anti-trust laws between signing and closing of proposed acquisition (.3); call with N. Evans regarding background and issues in asset purchase agreements (.3); call with T. Hamzehpour, J. Tanenbaum and N. Evans regarding Asset Purchase Agreements and possible amendments (.3); review background materials regarding Asset Purchase Agreements and potential interest of other bidders (.5).	Cohn, Hillel T.	1.40	1,120.00
17-May-2012	Correspondence with MOFO team and ResCap in-house counsel related to privacy ombudsman declaration for sale motion (.9); review and analysis of pleadings related to privacy ombudsman requirements (.7); revise ombudsman affidavit (1.8) revise sale approval orders and sale procedures order (1.2); and prepare forms of notice (.8).	Crespo, Melissa M.	5.40	2,052.00
17-May-2012	Revise memorandum to client regarding deliverables under APAs.	Evans, Nilene R.	3.00	2,280.00
17-May-2012	Review emails from A. Barrage regarding sale issues (.2); review revised APA exhibits (.2).	Freimuth, Renee L.	0.40	266.00
17-May-2012	Review Fortress APA, exhibits and related documents.	Goren, Todd M.	3.10	2,247.50
17-May-2012	Retrieval of filings regarding appointment of privacy ombudsman for M. Hager.	Guido, Laura	0.40	112.00
17-May-2012	Follow up with various parties regarding corrected AFI APA (1.0); review and comment on drafts of same (.7); participate in a call with MoFo internal team regarding preparation of AFI APA term sheet to be filed with Bankruptcy Court (.4); discuss with C. Cheng regarding preparation of draft Servicing Transfer Agreement and NSM Subservicing Agreement (.2); follow up with various parties regarding cut-off date for calculation of purchase price under AFI APA (.8).	Kohler, Kenneth E.	3.10	2,356.00
17-May-2012	Discussions with A. Barrage regarding revisions to Sale Procedures Order and Sale Orders (.3); discussions with Centerview Partners regarding potential 3rd party interest in sale (.8).	Nashelsky, Larren M.	1.10	1,072.50
17-May-2012	Review section 363, earlier analysis and notices (.7); prepare for and call with P. Giamporcaro regarding privacy declaration (1.0); correspondence with A. Barrage regarding declaration (.2); correspondence with P. Giamporcaro regarding declaration (.1).	Smith, Andrew M.	2.00	1,500.00
17-May-2012	Prepare for call with N. Evans and H. Cohn and T. Hamzehpour relating to next steps and assignments on the two APAs and related schedules.	Tanenbaum, James R.	1.80	1,791.00

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17-May-2012	Internal call with A. Barrage and K. Kohler regarding term sheet corrections (.3); email correspondence with J. Waller and E. Raymond of Mayer Brown, K. Chopra of Centerview regarding term sheet corrections (.7); revise term sheet to reflect corrections discussed among same parties (.2); email distribution to J. Waller and E. Raymond of Mayer Brown, K. Chopra of Centerview of revised term sheet (.1); email correspondence with J. Kline and A. Barrage regarding corrected exhibits for filing (.2); review of final corrected exhibits for filing prepared by J. Kline (.2).	Thomsen, Gerd D.	1.70	1,164.50
18-May-2012	Call with H. Cohn regarding sale procedures issues (.5); review amended notice of filing regarding sale related orders drafted by M. Crespo (.4); calls with M. Crespo regarding same (.2).	Barrage, Alexandra S.	1.10	764.50
18-May-2012	Call with A. Barrage, N. Evans, K. Kohler and others to discuss compliance with interim operating covenants in the Asset Purchase Agreements (.5); call with A. Barrage to discuss proposed sales procedures for ResCap assets (.3); call with J. Tanenbaum, K. Kohler and N. Evans to discuss issues and process for maintaining the integrity of the sales and auction process (.3).	Cohn, Hillel T.	1.10	880.00
18-May-2012	Review and comment on E. Marks (Latham) from J. Waller of Mayer Brown regarding near-term actions required under AFI APA (.2); email correspondence and call with R. Kiely (Centerview) regarding possible amendment to AFI APA regarding charged-off loans and confer with Darsi Meyer regarding same (.6); participate in call with N. Evans, J. Tanenbaum and H. Cohn regarding future work on APAs for bidding process (.2).	Kohler, Kenneth E.	1.00	760.00
18-May-2012	Draft APA work plan.	Kumar, Neeraj	3.80	1,691.00
18-May-2012	Review projects regarding cure research analysis under purchase and sale agreements.	Lee, Gary S.	0.30	292.50
18-May-2012	Discussions with A. Barrage regarding revised sale procedures order (.2); discussions with counsel to a prospective bidder (.3).	Nashelsky, Larren M.	0.50	487.50
18-May-2012	Emails with S. Jahann regarding antitrust issues.	Rosenbaum, Norman S.	0.30	240.00
18-May-2012	Review and comment on ResCap-Ally near term action items (1.1); advice concerning the Ally-ResCap APA and closing list (.5); participate in calls relating to a possible bid (.5).	Tanenbaum, James R.	2.10	2,089.50
20-May-2012	Review interim operating covenants in NSM Asset Purchase Agreement to consider restrictions on asset sales and other business operations of ResCap (.5); review Whitlinger affidavit regarding general background and composition of assets and consider implications of same for auction process (1.2).	Cohn, Hillel T.	1.70	1,360.00

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21-May-2012	Discussions with L. Nashelsky regarding ombudsman issues.	Barrage, Alexandra S.	0.30	208.50
21-May-2012	Prepare documents relating to APA Schedules for N. Kumar.	Chan, David	1.20	312.00
21-May-2012	Review Asset Purchase Agreements and proposed sales procedures and analyze implications for auction process.	Cohn, Hillel T.	2.00	1,600.00
21-May-2012	Emails with L. Marinuzzi, A. Barrage and M. Crespo regarding schedules to sale motion and APAs.	Freimuth, Renee L.	0.30	199.50
21-May-2012	Correspondence with company and T. Kelly regarding Ginnie Mae sales (.4); review documents regarding same (1.1) and call regarding same with L. Nashelsky (.6); review potential asset sale motion with L. Nashelsky and S. Martin (.5).	Goren, Todd M.	2.60	1,885.00
21-May-2012	Review Asset Purchase Agreements to address UST's questions regarding agreements and schedules (.6); call and correspondence with UST regarding schedules to sale agreements (.4); review with sale team process of finalizing and filing schedules to sale agreement (.4).	Marinuzzi, Lorenzo	1.40	1,211.00
21-May-2012	Discussions with A. Barrage regarding ombudsman issues (.3); review schedules to Nationstar APA regarding DOJ/AG settlement issues (.5); further discussions with Centerview Partners regarding 3rd party interest in sale (.4); discussions with T. Goren and S. Martin regarding de minimis asset sale motion (.5); discussions with Company regarding Ginnie Mae sales (.5).	Nashelsky, Larren M.	2.20	2,145.00
22-May-2012	Call with J. Boelter (Sidley) regarding scheduling of sale procedures hearing (.1). Email P. Giamporcaro regarding status of privacy declaration (.2); email M. Crespo regarding updated declaration (.3); review updated markup forwarded by M. Crespo (.9).	Barrage, Alexandra S.	1.50	1,042.50
22-May-2012	Meeting with J. Keen regarding preparing next draft of subservicing agreement (.4); review and revise subservicing agreement (3.6); review and revise servicing transfer agreement (6.3).	Cheng, Calvin Z.	10.30	6,592.00
22-May-2012	Review draft asset sale motion with S. Martin (.4); correspondence with team regarding same (.3).	Goren, Todd M.	0.70	507.50
22-May-2012	Revise Servicing Agreement between GMAC Mortgage, LLC and Nationstar Mortgage, LLC to conform to the execution copy of the Asset Purchase Agreement between these parties and certain of their affiliates.	Keen, Jonathan T.	4.70	2,491.00

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22-May-2012	Continue work on servicing questions raised under APAs, including email correspondence and calls with D. Meyer, M. Fahy Woehr, M. Schaeffer and others (2.3); participate in calls with client and R. Kielty (Centerview) regarding possible sale of charged-off loans and continue legal research regarding same (1.9); email correspondence and call with T. Goren and S. Martin regarding possible motion to Bankruptcy Court to approve sales of a Delaware minimis amount of assets (.3); participate in call organized by T. Hamzepour with ResCap internal team to discuss process for identifying and resolving operational issues, review background documents distributed for call (1.1).	Kohler, Kenneth E.	5.60	4,256.00
22-May-2012	Email correspondence with C. Cheng and J. Keen regarding revisions to Servicing Transfer Agreement and NSM Subservicing Agreement.	Kohler, Kenneth E.	0.20	152.00
22-May-2012	Review schedules to APA for US Trustee request (.6); correspondence with Centerview regarding obtaining electronic copy of schedules to APA for US Trustee (.4).	Marinuzzi, Lorenzo	1.00	865.00
22-May-2012	Discussions with L. Nyhan regarding sale timing issues (.3); discussions with G. Gillette regarding Nationstar APA and effect on Ginnie Mae (.4); review Affidavit of S. Greene in support of bidding procedures and assets sales (.6).	Nashelsky, Larren M.	1.30	1,267.50
22-May-2012	Work on final APAs and schedules to U.S. trustee.	Welch, Edward M.	0.70	458.50
23-May-2012	Call with J. Boelter (Sidley) regarding status of notice requirements for investors (.2); discussion with M. Beck and K. Kohler regarding same (.3); review updated version of ombudsman declaration (.2); email M. Crespo and A. Brown regarding same (.2).	Barrage, Alexandra S.	0.90	625.50
23-May-2012	Review and revise servicing transfer agreement.	Cheng, Calvin Z.	1.80	1,152.00
23-May-2012	Revise ombudsman declaration (.8) and update exhibits (.3); correspond with Debtors regarding declarant (.4) privacy notices (.8); revise notice of sale hearing (.9).	Crespo, Melissa M.	3.20	1,216.00
23-May-2012	Review sale procedure motion issues with S. Martin (.3); review memorandum regarding lien release issues (.6) and call with T. Kelly and J. Ruckdaschel regarding same (.5); discuss with J. Ruhlin regarding need for sale procedures motion (.3).	Goren, Todd M.	1.70	1,232.50
23-May-2012	Review and comment on draft Servicing Transfer Agreement and transmit comments on same to C. Cheng (2.4); email correspondence with G. Lee, L. Nashelsky, A. Barrage and others regarding identification of MBS investors and other securitization parties to receive notices regarding sale order (.8); email correspondence with L. Nashelsky and G. Lee regarding Deutsche Bank notice to investors regarding bankruptcy filing event of default (.4); transmit same to Darsi Meyer and M. Fahy Woehr (.4).	Kohler, Kenneth E.	4.00	3,040.00

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23-May-2012	Review revised Ombudsman declaration (.3); discussions with A. Barrage regarding timing of notice and witnesses (.3); discussions with counsel to Nationstar regarding sale procedures and related issues (.8); discussions with counsel to GNMA regarding sale issues (.6).	Nashelsky, Larren M.	2.00	1,950.00
23-May-2012	Discuss with K. Kohler and M. Fahy Woehr under APAs waiver/consent requirements (2.0); revise APA schedules and coordinating their delivery to the Trustee's office (1.0).	Welch, Edward M.	3.00	1,965.00
24-May-2012	Review emails of K. Kohler regarding bankruptcy notice issues (.4); email M. Beck and K. Kohler regarding same (.2); call with J. Boelter (Sidley) regarding notice provision and assumed contract issues (.2); review sale procedures order regarding same (.3); call with K. Kohler, M. Woehr, M. Bernstein regarding notice procedures (1.0); review email of P. Giamporcaro containing updated privacy notices (.2); review email of A. Smith regarding same (.2); email M. Crespo regarding preparation of updated declaration (.2).	Barrage, Alexandra S.	2.70	1,876.50
24-May-2012	Review and comment on draft NSM Subservicing Agreement (1.0); participate in call with FTI and client regarding identification of MBS investors and other securitization parties to receive notices regarding sale order; follow up email with various parties regarding same (2.2); email correspondence with M. Howard of Orrick regarding Deutsche Bank notice to investors regarding bankruptcy filing event of default (.2); emails and conferences with M. Fahy Woehr, C. Schares, N. Evans, N. Welch, R. Kiely (Centerview) and others regarding treatment of new fee-based subservicing agreements under NSM APA (2.5); email correspondence with J. Ruckdaschel and M. Fahy Woehr regarding memorandum summarizing deliverables under APAs (.3).	Kohler, Kenneth E.	6.20	4,712.00
24-May-2012	Review Nationstar APA regarding DOJ/AG settlement issues (.5); discussions with R. Maddox regarding same (.3); prepare for and attend meeting with Ally professionals regarding case status, timing and asset sale issues (.8); discussions with M. Puntus and K. Chopra regarding same (.3).	Nashelsky, Larren M.	1.90	1,852.50
24-May-2012	Review new privacy notices and e-mail to A. Barrage regarding same.	Smith, Andrew M.	0.50	375.00
24-May-2012	Participate in calls relating to possible bids from third party for ResCap assets.	Tanenbaum, James R.	0.80	796.00
24-May-2012	Review and respond to various e-mail messages regarding the GM Transition License and NationStar Transition Services Agreement (.6); identify the services that ResCap needs under the NationStar Transition Services Agreement (.4).	Weiss, Russell G.	1.00	795.00

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24-May-2012	Call with Sidley to discuss status of Transition Services Term Sheet, GM Transition License and IP/IT consents, plus related follow-up call with R. Weiss.	Welch, Edward M.	0.90	589.50
25-May-2012	Respond to emails of K. Kohler regarding APA modifications and subservicing related issues and discussions with team relating thereto (.5); call with T. Goren regarding same (.1); call with M. Crespo regarding noticing issues on sale procedures motion (.2); review emails of L. Marinuzzi and T. Goren regarding same (.2).	Barrage, Alexandra S.	1.00	695.00
25-May-2012	Call with A. Barrage regarding noticing issues on sales procedures motion.	Crespo, Melissa M.	0.20	76.00
25-May-2012	Correspondence with Sidley regarding timing of bid procedures hearing (.2) and correspondence with team regarding same (.2).	Goren, Todd M.	0.40	290.00
25-May-2012	Revise and update the Servicing Agreement between GMAC Mortgage, LLC and Nationstar Mortgage, LLC to incorporate various comments received from GMAC Mortgage, LLC and to conform to the execution copy of the Asset Purchase Agreement between these parties and certain of their affiliates.	Keen, Jonathan T.	2.10	1,113.00
25-May-2012	Continue review and comment on draft NSM Subservicing Agreement and transmit comments on same to J. Keen (3.2); email correspondence with D. Meyer regarding comments on Servicing Transfer Agreement (.1).	Kohler, Kenneth E.	3.30	2,508.00
25-May-2012	Review status of requests for sale exhibits (.4); discussions with B. Masumoto regarding hearing on sale motion and response date (.3); review status of sale notices (3.).	Marinuzzi, Lorenzo	1.00	865.00
25-May-2012	Discussions with A. Barrage regarding Sale Procedures and timing (.3); discussions with Centerview Partners regarding same (.5).	Nashelsky, Larren M.	0.80	780.00
26-May-2012	Correspondence with Sidley and N. Moss regarding rescheduling of sale hearing.	Goren, Todd M.	0.20	145.00
28-May-2012	Finalize and transmit draft of NSM Subservicing Agreement to ResCap internal working group.	Kohler, Kenneth E.	4.60	3,496.00
28-May-2012	Download and organize material contracts from Ariba.	Kumar, Neeraj	4.20	1,869.00
29-May-2012	Discussion with L. Nashelsky regarding ombudsman declarant.	Barrage, Alexandra S.	0.30	208.50

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29-May-2012	Review additional materials to be provided to NSM pursuant to Section 6.5(q) with A. Janiczek, G. Crowley and J. Wishnew (.4); meet with E. Welch, M. Beck, N. Kumar and M. Al-Najjab regarding near-term deliverables under NSM APA (.4); revise agenda for call with M. Fahy Woehr regarding same (.3); follow-up emails with E. Welch and R. Weiss regarding same (.3); prepare NDA for bidders (2.2); review IP/IT Consent requirements with R. Weiss (.2); meet with E. Welch, N. Kumar, M. Fahy Woehr, J. Ruckdaschal, L. DeVincent regarding preparation of near-term deliverables under APAs (.5).	Evans, Nilene R.	4.30	3,268.00
29-May-2012	Correspondence (.3) with J. Bessonette regarding APA/bid procedure issues and call regarding same (1.1).	Goren, Todd M.	1.40	1,015.00
29-May-2012	Email correspondence with L. Reichel regarding executed Ginnie Mae Interim Servicing Agreement (.1); calls with L. Reichel and N. Evans regarding status of discussions with Ginnie Mae regarding transfer of Issuer responsibility (.3); review C. Schares comments on Servicing Transfer Agreement (.2); commence revision of Servicing Transfer Agreement (.6); review and comment on memorandum regarding NSM Asset Purchase Agreement deliverables and email correspondence with N. Evans and N. Welch regarding same (.3); prepare for and participate in call with counsel for unsecured creditors committee regarding PSA amendment process and other issues (.8).	Kohler, Kenneth E.	2.30	1,748.00
29-May-2012	Download and review documents off ARIBA (2.2); compile comments from working group (.5); discuss status of outstanding material contracts with E. Furgeson (.5); attend call pertaining to deliverables (1.0); coordinate document review with IP team (2.6).	Kumar, Neeraj	6.80	3,026.00
29-May-2012	Participate in call with T. Goren, N. Evans, K. Kohler and members of the committee (J. Brody, J. Taylor and J. Bessonette) regarding sale motion.	Moss, Naomi	1.00	505.00
29-May-2012	Discussions with A. Barrage regarding ombudsman declarant (.3); discussions with counsel to potential 3rd party bidders in sale (.5); review notice of sale procedures hearing and edit same (.3).	Nashelsky, Larren M.	1.10	1,072.50
29-May-2012	Analysis of material contracts from Ariba site.	Seligson, Peter	1.80	801.00
29-May-2012	Meeting with client to discuss status of post-signing deliverables and clean-up to disclosure memorandum and schedules (2.0); internal status update regarding same (.5).	Welch, Edward M.	2.50	1,637.50

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30-May-2012	Email L. Nashelsky regarding status of privacy ombudsman declaration (.2); email A. Smith, P. Giamcorparo, and M. Crespo regarding same (.2); call with J. Levitt regarding witness prep (.2); email M. Crespo regarding same (.1). call with D. Ingles (DIP counsel), K. Kohler, and K. Chopra regarding bid procedure issues (.3); email K. Chopra regarding bid procedure/due diligence issues (.4); call with M. Crespo regarding GM sale procedures (.2); review same (.3); email N. Evans, K. Kohler and M. Beck regarding status of circulating/filing APA schedules (.2); call with T. Goren regarding USAA consent issues (.1); email M. Beck, N. Evans, and K. Kohler regarding same (.4).	Barrage, Alexandra S.	2.60	1,807.00
30-May-2012	Revise declaration in support of sale procedures (.8) and correspondence with client and discussion with A. Barrage regarding same (.5).	Crespo, Melissa M.	1.30	494.00
30-May-2012	Revise draft NDA for bidders in BK process (1.1); distribute same to K. Chopra and T. Hamzehpour (.1); call with C. Restad, B. Fay of Sidley, counsel to Nationstar, Nationstar personnel, N. Welch and N. Kumar regarding the updating of the Material Contracts schedule (.3); call with M. Fahy Woehr, E. Ferguson, D. Pond, E. Welch, N. Kumar regarding the updating of Material Contracts schedule (.6); research whether adding personnel under an existing contract requires purchaser consent under APA (.4).	Evans, Nilene R.	2.50	1,900.00
30-May-2012	Document production from Ariba.	Fasman, David I.	8.20	4,633.00
30-May-2012	Call with USAA regarding sale issues (.3) and call with K. Chopra and M. Detweiler (.4) regarding same; review USAA documents regarding same (.8); call with L. Pettit (KL) regarding PSA amendment process (.4) and follow up with M. Beck, Orrick and H. Anderson (.6); review APA regarding PSA amendment issues (.6).	Goren, Todd M.	3.10	2,247.50
30-May-2012	Compile sale motion and related materials for J. Levitt.	Guido, Laura	0.60	168.00
30-May-2012	Prepare for and participate in call with counsel for NSM regarding bid procedures (.8); review C. Schares comments on NSM Subservicing Agreement (.4); calls with D. Citron and M. Woehr regarding review of Servicing Transfer Agreement and Nationstar Subservicing Agreement drafts (.2).	Kohler, Kenneth E.	1.40	1,064.00
30-May-2012	Work on additional documents regarding ARIBA website, discuss open issues regarding Ally contracts and expired contracts with D. Pond and S. Barlieb, attend call, draft Schedule P.	Kumar, Neeraj	8.50	3,782.50
30-May-2012	Call with Ally counsel and advisors regarding Ally MSR and sale of same.	Lee, Gary S.	0.50	487.50
30-May-2012	Meet with A. Barrage regarding asset sale process motion and witnesses (.5); begin reviewing affidavits for sale process motion (.5).	Levitt, Jamie A.	1.00	875.00

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30-May-2012	Prepare for and participate in call with GNMA and counsel regarding section 6.16 of Nationstar APA and assignment issues (.8); discussions with K. Chopra and T. Marano regarding same (.3); discussions with A. Barrage regarding notice of Sale Procedures Order (.3); discussions with counsel to FNMA and FRMC regarding same (.4).	Nashelsky, Larren M.	1.80	1,755.00
30-May-2012	Prepare schedule of Critical Vendor Contracts (4.6); meeting with M. Beck regarding PSA repurchase provisions (.1).	Seligson, Peter	4.70	2,091.50
30-May-2012	Survey assignment provisions of IP/IT agreements (1.6); prepare log of same (.4); attend call with J. Steiger regarding IP/IT consents (.2); review and respond to various e-mail messages regarding same (.6).	Weiss, Russell G.	2.80	2,226.00
30-May-2012	Meeting with Sidley to discuss post-signing deliverables (.7); meetings with clients to discuss status of material contracts deliverable (1.5).	Welch, Edward M.	2.10	1,375.50
30-May-2012	Correspond with JPM in-house counsel on sale and servicing issues.	Wishnew, Jordan A.	0.20	136.00
31-May-2012	Call with M. Woehr, M. Detweiler, D. Meyer and M. Bernstein (FTI) regarding notice requirements provided in sale procedures order (.6); call regarding cure amounts and assumption procedures with N.Evans, M. Woehr, FTI, M. Crespo (1.0); follow up call with M. Crespo regarding noticing procedures (.2); call with A.Smith, J. Levitt, J. Laney and T. Hamzehpour regarding privacy ombudsman declaration issues (.3); call with P. Giamcorparo regarding same (.2); call with J. Boelter regarding notice and sale procedures issues (.3); review email of G. Lee regarding status meeting (.2); follow up with J. Levitt regarding plan sale issues (.3); draft follow up email to M. Woehr regarding proposed cure calculation procedures (.3); revise draft notice procedures for June 18th sale hearing (.5); calls with M. Bernstein and M. Crespo regarding same (.5).	Barrage, Alexandra S.	4.40	3,058.00
31-May-2012	Correspondence with claims agent and L. Guido regarding service of sale motion.	Crespo, Melissa M.	1.00	380.00
31-May-2012	Correspond with M. Bernstein (FTI) regarding executory contract counterparties and service on same (.6); participate on call with team regarding assumption and assignment of contracts (1.2); participate on call with team regarding preparation of declarants for sale procedures hearing (.4); revise ombudsman declaration (.9); prepare notice of motion and hearing for executory contract counterparties and discussions A. Barrage regarding same (.7); revise hearing notice (.3); coordinate preparation of service list for lienholders (.8).	Crespo, Melissa M.	4.90	1,862.00
31-May-2012	Create document containing addresses for all Filers for M. Crespo.	Donaldson, Michael D.	3.50	682.50

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31-May-2012	Call with W. Wilkinson regarding issues purchaser consent (.2); follow-up call with D. Pond and S. Barlieb regarding process for analyzing consent requirements under APAs (.4); review revised NDA from Barclays (.2); prepare amendment to Barclays' NDA (.5); distribute revised amendment to Barclays' NDA to J. Moss (.1); call with M. Fahy Woehr, E. Ferguson, B. Nolan, T. Meerovich, A. Barrage, M. Crespo regarding preparation of Assumed Contracts list and Cure Amounts therefor (.9); emails regarding the Cure Amounts analysis and process (.8); call with A. Janiczek, T. Hamzehpour, G. Crowley, J. Wishnew regarding costs of transition planning (.3); provide APA schedules and related documents to counsel for Fannie Mae and Freddie Mac (.3); oversight of preparation of revised Material Contracts Schedule (.3).	Evans, Nilene R.	4.00	3,040.00
31-May-2012	Review vendor contracts.	Fasman, David I.	6.20	3,503.00
31-May-2012	Review/review sale notice (.3); call with A. Barrage regarding same (.2); call with USAA counsel regarding sale issues (.4) and correspondence with company regarding same (.2).	Goren, Todd M.	1.10	797.50
31-May-2012	Retrieval and distribution of transcripts of hearings on bidding procedures from SDNY chapter 11 cases (.6); correspondence with M. Loomis (KCC) regarding service of notice of sale hearing and related documents (.3).	Guido, Laura	0.90	252.00
31-May-2012	Email correspondence and voicemails with A. Barrage and K. Chopra (Centerview) regarding preparation of form APA for bidding process on HFS portfolio (.3); review and comment on L. Reichel draft of summary of elements of Ginnie Mae Issuer responsibility for negotiations with Nationstar, email correspondence and calls with M. Beck and L. Reichel regarding same (1.5); review D. Meyer comments on Servicing Transfer Agreement and commence revision of same (2.5).	Kohler, Kenneth E.	4.30	3,268.00
31-May-2012	Review and revise Schedule P pertaining to Material Contracts, discuss status of outstanding contracts with E. Furgeson, revise Schedule U of the Asset Purchase Agreement.	Kumar, Neeraj	9.00	4,005.00
31-May-2012	Review sale procedures motion papers (1.0); review affidavits for hearing in preparation for call with privacy client (1.0); call regarding privacy witness (.5); follow up with A. Barrage regarding plan sale issues (.3).	Levitt, Jamie A.	2.80	2,450.00
31-May-2012	Correspondence with counsel to Nationstar and AFI regarding meeting with HUD (.3); discussions with L. Reichel and K. Chopra regarding same (.2); review section 6.16 of Nationstar APA (.3).	Nashelsky, Larren M.	0.80	780.00
31-May-2012	Review and analysis of PSA Repurchase provisions.	Seligson, Peter	5.50	2,447.50

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31-May-2012	Meetings with clients regarding revised schedules (2.0); revise schedules and provide to Sidley and NSM (3.5).	Welch, Edward M.	5.50	3,602.50
31-May-2012	Follow up on subservicing issue for JPM (.2); call with client and N. Evans of transition benefit costs (.3).	Wishnew, Jordan A.	0.50	340.00
<b>Total: 002</b>	<b>Asset Disposition/Sales</b>		<b>293.50</b>	<b>192,431.50</b>

#### Business Operations and Advice

14-May-2012	Analysis of ordinary business course issues regarding borrowers (.3); confer with S. Molison regarding impact of bankruptcy on litigation in Chapter 13 bankruptcy proceedings (.4).	Hager, Melissa A.	0.70	514.50
14-May-2012	Analysis of communication to foreclosure counsel regarding bankruptcy (2.3); draft review and revise communication to defense counsel regarding bankruptcy (1.8); multiple discussions with N. Rosenbaum on same (.8); email with A. Princi regarding same (.2); multiple discussions with A. Princi regarding same (.6); prepare cover correspondence to all outside counsel regarding bankruptcy filings (.4); incorporate internal comments into letter for defense counsel (1.3); incorporate internal comments into letter for foreclosure counsel (1.1); circulate same to N. Campbell (.2); review correspondence from Company regarding same (.3); discuss with M. Hager regarding impact of bankruptcy on litigation in chapter 13 bankruptcy proceedings (.4); email to A. Princi regarding same (.2); further draft letter to foreclosure counsel to incorporate comments from Company (1.4); coordinate compilation of email addresses for mailing (.2); edit letter to defense counsel to include comments from Debtors (.6).	Molison, Stacy L.	11.80	6,667.00
14-May-2012	Multiple meetings with S. Molison regarding communication to foreclosure counsel regarding bankruptcy.	Princi, Anthony	0.60	585.00
14-May-2012	Discussions with S. Molison regarding general bankruptcy issues.	Rosenbaum, Norman S.	2.30	1,840.00
14-May-2012	Review and revise draft of initial press release (3.9); calls with S. Fitzpatrick concerning messaging to creditors (.9); calls with Rubenstein concerning communications with creditors during the course of the day (.8); calls with journalists relating to messages to be communicated to creditors (1.3).	Tanenbaum, James R.	6.90	6,865.50
14-May-2012	Review and revise first-day communications related to filing.	Wishnew, Jordan A.	0.90	612.00
15-May-2012	Review letter from GNMA regarding default (.3) and discuss with Skadden regarding same (.5); review DIP Lender presentation (.8) and discuss with CVP regarding disclosure of same (.3).	Goren, Todd M.	1.90	1,377.50

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15-May-2012	Analysis of stay issues raised by Company (.6); correspondence with Company regarding same (.2).	Hager, Melissa A.	0.80	588.00
15-May-2012	Prepare for and participate in call with A. Princi and Company regarding treatment of various types of ongoing litigation and communications to outside counsel (1.0); draft cover email to outside counsel (.2); draft letter to defense counsel regarding bankruptcy proceedings and pending defense actions (.4); multiple emails with Company regarding revisions to defense letter (.8); call with A. Princi and N. Campbell regarding same (.2); multiple follow-up calls with N. Campbell regarding same and distribution email list (.4); revise defense counsel letter and cover email to incorporate all comments (1.5); distribute same to outside counsel (.3); review and consider correspondence from Company regarding ongoing legal issues (1.3); review and respond to emails from outside counsel regarding defense letter (1.9); multiple calls with outside counsel regarding same (.8); meeting with A. Princi and N. Rosenbaum to discuss ongoing litigation, foreclosure, eviction, and chapter 13 debtor issues and treatment of same (2.8); draft letters to foreclosure counsel, eviction counsel, and plaintiff's litigation counsel regarding bankruptcy proceedings and ongoing cases (2.2); draft cover email regarding same as well as chapter 13 bankruptcy proceedings and non-judicial foreclosure proceedings (.5); email with A. Princi regarding same (.2).	Molison, Stacy L.	14.50	8,192.50
15-May-2012	Discussions with J. Whitlinger regarding operating company in Chapter 11 (1.6); discussions with J. Pensabene regarding servicing issues (.5).	Nashelsky, Larren M.	2.10	2,047.50
15-May-2012	Participate in call with S. Molison and Company regarding treatment of various types of ongoing litigation and communications to outside counsel.	Princi, Anthony	1.00	975.00
15-May-2012	Call with clients and N. Rosenbaum regarding issues with application of servicing order.	Princi, Anthony	1.00	975.00
15-May-2012	Review and analysis of securitization servicing agreements regarding payment of Trustee fees.	Richards, Erica J.	2.40	1,428.00
15-May-2012	Review press related issues (.6); respond to questions on addressing press from S. Fitzpatrick (.8); calls with Rubenstein and Associates relating to communications with creditors and others (.4); call with T. Marano concerning communications (.2); correspondence regarding Board approval of JSB settlement (.5); advise J. Whitlinger, S. Abreu and T. Marano concerning Board representation issues (.3).	Tanenbaum, James R.	2.80	2,786.00
15-May-2012	Review and respond to various e-mail messages regarding the GM Transition License and TSA Term Sheet.	Weiss, Russell G.	0.50	397.50

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15-May-2012	Assist client with cash management conversation with DB (.3); address corporate entity query from K&E (.3); address client query regarding cash management revisions (.2).	Wishnew, Jordan A.	0.80	544.00
16-May-2012	Review hearing transcripts related to appointment of privacy ombudsman.	Crespo, Melissa M.	2.00	760.00
16-May-2012	Research restrictions on operations during BK process and pursuant to APAs.	Evans, Nilene R.	1.00	760.00
16-May-2012	Meet with treasury team regarding allocation of funds (.6); meet with Anderson and G. Peck regarding payment of BMMZ (.5).	Goren, Todd M.	1.10	797.50
16-May-2012	Call with legal department and N. Rosenbaum regarding bankruptcy impact on pending litigations and Borrower bankruptcies (1.1); review pertinent cases regarding automatic stay impact on appeals (.3) and third-party subpoenas (.4).	Hager, Melissa A.	1.80	1,323.00
16-May-2012	Email correspondence with L. Reichel, D. Valerius and T. Hamzepour regarding use of AFI POA for Ginnie Mae deliveries (.3); email correspondence and meetings with MoFo internal team regarding preparation of memorandum to Company regarding permitted activities under APAs and draft same (2.5); email correspondence with N. Evans and M. Fahy Woehr regarding servicing questions and review APAs regarding same (.3).	Kohler, Kenneth E.	3.10	2,356.00
16-May-2012	Prepare APA transaction workplan.	Kumar, Neeraj	4.60	2,047.00
16-May-2012	Correspondence with counsel for Wilmington Trust in connection with request for transfer of indenture (.5); correspondence with independent directors supplied by WTC regarding request by DB to transfer indenture to WTC (.6); correspondence with T. Hamzehpour regarding assignment of indenture (.3).	Marinuzzi, Lorenzo	1.40	1,211.00
16-May-2012	Prepare for (.1) and participate in (1.5) call with A. Princi and Company legal department regarding treatment of various types of ongoing litigation and communications to outside counsel; review correspondence from Company legal department regarding same (.3); review servicing order (.6); discuss payment of foreclosure professionals and effect of stay on various types of litigation with N. Rosenbaum and N. Moss (.8); review correspondence from outside counsel regarding effect of bankruptcy (1.2); respond to same (.9); calls with outside counsel regarding same (1.5); review status of communications to outside counsel with A. Princi (.5); email to Company legal department regarding 8-17 conference call (.1); emails to A. Princi and N. Rosenbaum regarding communications with outside counsel (.4).	Molison, Stacy L.	7.90	4,463.50
16-May-2012	Multiple calls with J. Pensabene and servicing group about limits and issues with operating in Chapter 11.	Nashelsky, Larren M.	1.60	1,560.00

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16-May-2012	Research enforceability of "no-action" clauses in indentures and pooling and servicing agreements (4.0); discuss research with M. Beck (.3).	Ostrowsky, Adam L.	4.30	2,558.50
16-May-2012	Call with S. Molison and Company legal department regarding treatment of various types of ongoing litigation and communications to outside counsel (.5); call with client and N. Rosenbaum regarding issues with application of servicing order (1.0); email exchanges with S. Molison, N. Rosenbaum, client and local ResCap counsel regarding same (1.7); email exchanges with G. Lee and J. Levitt regarding same (.5).	Princi, Anthony	3.70	3,607.50
16-May-2012	Review correspondence to counsel regarding filing notices of suggestion of Bankruptcy (.3); discuss with S. Molison regarding correspondence to counsel (.2); review and respond to emails regarding inquiries from ResCap legal department (1.6).	Rosenbaum, Norman S.	2.10	1,680.00
16-May-2012	Research existence and requirements for private right of action under the Trust Indenture Act (2.0); research case law regarding no-action clauses in indenture for A. Ostrowsky (1.0).	Schoerner, Jeffrey M.	3.00	615.00
16-May-2012	Calls from press referrals to S. Fitzpatrick (.3); review of press reports (.6); calls with Rubenstein concerning how to address certain questions relating to the interest expressed by bidders other than Fortress (.3); respond to questions for S. Fitzpatrick (.5).	Tanenbaum, James R.	1.70	1,691.50
16-May-2012	Review and respond to correspondence from Company regarding the Shared Services Agreement.	Weiss, Russell G.	0.20	159.00
16-May-2012	Analyze cash management issues raised by client and complete drafting of BACAs (1.6); prepare stipulation to reverse misdirected transfer (.3).	Wishnew, Jordan A.	1.90	1,292.00
17-May-2012	Review descriptions of operations of Business in order to determine compliance with BK and APA requirements (2.1); review draft memorandum regarding ResCap obligations to conform Business operations to BK and APA requirements (1.0).	Evans, Nilene R.	3.10	2,356.00
17-May-2012	Review AP compliance matrix (.3) and emails with FTI, J. Wishnew and J. Pintarelli regarding same (.1).	Freimuth, Renee L.	0.40	266.00
17-May-2012	Call with Ally regarding case status (.3); correspondence with team regarding selection of Committee professionals (.3).	Goren, Todd M.	0.60	435.00
17-May-2012	Prepare for (.5) and call with ResCap legal team and N. Rosenbaum and S. Molison regarding impact of bankruptcy filing upon servicing activities (1.1).	Hager, Melissa A.	1.60	1,176.00
17-May-2012	Research and email correspondence with N. Evans and M. Fahy Woehr regarding various servicing questions and review APAs regarding same.	Kohler, Kenneth E.	4.50	3,420.00
17-May-2012	Prepare APA transaction work plan.	Kumar, Neeraj	3.50	1,557.50

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17-May-2012	Review Greentree letter regarding termination of HELOC funding, correspondence with L. Nashelsky regarding same.	Marinuzzi, Lorenzo	0.50	432.50
17-May-2012	Call with A. Princi and Company legal department regarding treatment of various types of ongoing litigation and communications to outside counsel (.5); call with Company legal group, N. Rosenbaum and M. Hager regarding chapter 13 issues involving company (1.0); research regarding third party subpoenas (1.0); email to N. Rosenbaum regarding same (.3); draft, review and revise letter to outside counsel regarding ongoing litigation (1.9); review same with N. Rosenbaum (.3); further revise same (.8); review correspondence from outside counsel regarding affect of bankruptcy and respond to same (2.3); calls with outside counsel regarding same (1.2); discuss effect of stay on various types of litigation and status of communications to counsel with N. Rosenbaum (.7); email to Company legal department regarding 8-18 call and proposed letter to outside counsel (.2); emails with A. Princi and N. Rosenbaum regarding communication with outside counsel (.5); call with G. Dresser regarding non-judicial foreclosures (.4); follow-up meeting with N. Rosenbaum regarding same (.3).	Molison, Stacy L.	11.40	6,441.00
17-May-2012	Follow-up calls with J. Pensabene and servicing group regarding operating in Chapter 11 (.6); daily operations call with Company (.8); discussions with S. Fitzpatrick regarding notice to HELOC borrowers (.4).	Nashelsky, Larren M.	1.80	1,755.00
17-May-2012	Email exchange with client regarding need for daily calls with ResCap legal team (.3); review memo from N. Rosenbaum to client regarding application of servicing order to recurring issues with foreclosures (.2); review and revise draft of letter to local ResCap counsel regarding same (.5).	Princi, Anthony	1.00	975.00
17-May-2012	Call with S. Molison and Company legal department regarding treatment of various types of ongoing litigation and communications to outside counsel.	Princi, Anthony	0.50	487.50
17-May-2012	Call with company legal group, S. Molison and M. Hager regarding chapter 13 issues involving company.	Rosenbaum, Norman S.	1.00	800.00
17-May-2012	Calls with outside directors to discuss timing and actions to be taken at next board meeting (.5); review reports and ResCap quotes and comment on same (.8); discussions with third parties concerning the impact of the Buffet press and a subsequent possible Buffet bid on asset sales and the Chapter 11 process (.9); advice to client concerning operational issues in the context of possible completing bids (.6).	Tanenbaum, James R.	2.80	2,786.00

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17-May-2012	Prepare memorandum providing for guidelines and tasks for interim operations of the business (6.5); prepare forms of notice to be used for delivering notices pursuant to APAs (.7).	Welch, Edward M.	7.20	4,716.00
17-May-2012	Correspond with JPMorgan and Barclays and Treasury on cash management issues, including meet with N. Moss regarding same.	Wishnew, Jordan A.	0.60	408.00
18-May-2012	Review emails with N. Evans regarding preparation of BK impact memorandum for client (.5); coordinate same with J. Wishnew and N. Moss (.3); call with MoFo team regarding preparation of memorandum and summary of interim orders (.2) email K. Kohler and N. Evans regarding servicing agreement inquiry (.4); review origination order regarding same (.4); call with E. Richards regarding origination relief (.2).	Barrage, Alexandra S.	2.00	1,390.00
18-May-2012	Emails to E. Welch, M. Fahy-Woehr regarding operating the Business in conformity with BK requirements and APAs (.7); call with K. Kohler, A. Steinberg Barrage, J. Wishnew, T. Goren, E. Welch regarding permitted servicing activities (.8); revise memorandum regarding same and call with MoFo team relating thereto (2.2).	Evans, Nilene R.	3.70	2,812.00
18-May-2012	Attend daily call with client regarding case status (.7); review near term timeline (.3) and call with client regarding same (.6); meet with team regarding status of loan repurchases (.3); review and revise correspondence to client regarding payment of foreclosure counsel (.2).	Goren, Todd M.	2.10	1,522.50
18-May-2012	Analysis of servicing questions raised under APAs, including email correspondence with D. Meyer and M. Woehr, meetings with MoFo internal team, legal research regarding ordinary course provisions of APA and Bankruptcy Court orders, and preparation of matrix addressing servicing issues (5.7); participate in call with client regarding processing of representation and warranty repurchase requests (.4); review notice received from Greentree regarding HELOC fundings and email correspondence with L. Reichel regarding same and distribute same to interested parties (.4).	Kohler, Kenneth E.	6.50	4,940.00
18-May-2012	Call with Ally counsel regarding shared services and response to subpoenas.	Lee, Gary S.	0.40	390.00
18-May-2012	Analysis of relief approved in first day orders and aspects of business to be continued (.6); review correspondence regarding foreclosure proceedings and counter-claim process (.6); correspondence with J. Ashmead (WTC counsel) regarding transfer of indenture (.3); correspondence with T. Hamzehpour regarding process inquiry on indenture transfer (.3).	Marinuzzi, Lorenzo	1.80	1,557.00
18-May-2012	Call with MoFo team regarding memorandum to client regarding business operations and interim orders (.9); correspondence regarding same (.3); call with N. Moss regarding same (.2).	Martin, Samantha	1.40	833.00

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18-May-2012	Call with A. Princi and Company legal department regarding treatment of various types of ongoing litigation, communications to outside counsel and payment of foreclosure counsel (.5); meeting with N. Rosenbaum and Company counsel overseeing default professionals regarding payment of fees and expense for outside counsel (1.0); review correspondence from outside counsel regarding affect of bankruptcy (.4); respond to same (.3); email with N. Rosenbaum regarding same (.3).	Molison, Stacy L.	2.50	1,412.50
18-May-2012	Participate in call with A. Barrage, N. Evans, J. Wishnew, S. Martin regarding memorandum to client regarding business operations and interim orders (.9); prepare memorandum to client regarding what authority was provided pursuant to the interim orders (1.6); analysis of memorandum and discussion with A. Barrage and S. Martin concerning authority granted pursuant to the interim orders (.9).	Moss, Naomi	3.40	1,717.00
18-May-2012	Participate in daily operations call with Company (.4); discussions with P. Fleming regarding timing of meetings with GSEs (.2).	Nashelsky, Larren M.	0.60	585.00
18-May-2012	Provide G. Lee with information regarding first day servicing motion and order for call regarding treatment of certain types of actions under the order.	Newton, James A.	0.20	89.00
18-May-2012	Email exchanges with client and N. Rosenbaum regarding ordinary course servicing issues.	Princi, Anthony	0.70	682.50
18-May-2012	Call with S. Molison and Company legal department regarding treatment of various types of ongoing litigation, communications to outside counsel and payment of foreclosure counsel (1.0); email exchange with S. Molison and N. Rosenbaum re same (.4).	Princi, Anthony	1.40	1,365.00
18-May-2012	Provide advice to Debtors regarding scope of authorization relating to repurchase obligations under interim origination order (1.3); discuss same with S. Molison (.2)	Richards, Erica J.	1.50	892.50
18-May-2012	Meeting with S. Molison and Company counsel overseeing default professionals regarding payment of fees and expense for outside counsel.	Rosenbaum, Norman S.	1.00	800.00
18-May-2012	Advice concerning media inquiries from the Wall Street Journal and New York Post (.8); advice concerning procedures to ensure compliance with covenants in various agreements (.9); call with Rubenstein concerning upcoming press (.3).	Tanenbaum, James R.	2.00	1,990.00
18-May-2012	Revise interim operations memorandum (4.2); meeting with MoFo team to discuss bankruptcy-related additions to interim operations memorandum (0.5); review and mark-up draft agreement for the appointment of a new trustee for certain ResCap notes (.6).	Welch, Edward M.	5.30	3,471.50

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18-May-2012	Coordinate production of client memorandum on first day motions and impact on daily operations including call with MoFo team relating thereto (1.2); address misdirected transfer issue with client and AFI counsel (.4); participate in call with client on daily servicing matters and review interim servicing order (1.2); address cash management issues with Treasury (.3).	Wishnew, Jordan A.	3.10	2,108.00
19-May-2012	Email with S. Martin regarding memorandum to client on first day orders (.2); prepare revised section of memorandum on shared services (.8).	Freimuth, Renee L.	1.00	665.00
19-May-2012	Analysis of interim order regarding continuation of servicing operations (.4); analysis of first day servicer motions (.9); review open issues regarding servicing requiring further clarification (.4).	Hager, Melissa A.	1.70	1,249.50
19-May-2012	Continue research regarding various servicing issues posed by M. Woehr and D. Meyer (1.5); work on memorandum regarding same (3.0).	Kohler, Kenneth E.	4.50	3,420.00
19-May-2012	Correspondence regarding memorandum to client regarding business operations and interim orders (.3); prepare summary of Citibank cash collateral interim order for same (1.3); prepare summary of AFI DIP Loan interim order for same (1.6).	Martin, Samantha	3.20	1,904.00
19-May-2012	Email exchanges with N. Rosenbaum regarding issues with ordinary course servicing and scheduling meeting with client regarding same.	Princi, Anthony	0.40	390.00
19-May-2012	Update client memorandum on operational impact of first-day interim orders.	Wishnew, Jordan A.	0.70	476.00
20-May-2012	Correspondence with Commmittee counsel regarding document requests.	Goren, Todd M.	0.50	362.50
20-May-2012	Review and revise memorandum regarding covenants and obligations under orders and documents.	Goren, Todd M.	0.90	652.50
20-May-2012	Analysis of issues regarding continuing of service operations with N. Rosenbaum (.7); analysis of litigation examples of potential stay violations (.5); analysis of pertinent cases regarding automatic stay in connection with servicer activities (1.6); analysis of servicer standing litigation issues (.4).	Hager, Melissa A.	3.20	2,352.00
20-May-2012	Prepare draft email correspondence to L. Nashelsky and G. Lee regarding client advice on continued processing of representation and warranty claims.	Kohler, Kenneth E.	0.40	304.00
20-May-2012	Revise summaries of DIP and cash collateral orders (.5); correspondence regarding summaries of all first day orders (.4); finalize memorandum regarding summaries and circulate same (.7).	Martin, Samantha	1.60	952.00
20-May-2012	Email with outside counsel regarding automatic stay issues (.2); email with N. Rosenbaum regarding same (.2).	Molison, Stacy L.	0.40	226.00

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20-May-2012	Draft summaries of actions Debtors are authorized to take pursuant to the interim origination and servicing orders for memorandum to the company.	Richards, Erica J.	1.50	892.50
20-May-2012	Prepare email to in-house counsel regarding call to review pending issues (.2); emails with S. Molison regarding responding outside counsel inquiries and prepare email responses (.8); call with S. Molison regarding responses to counsel inquiries (.3).	Rosenbaum, Norman S.	1.30	1,040.00
20-May-2012	Update memorandum to client on impact of interim "first day" orders (.3); correspond with client on asset transfer query (.2).	Wishnew, Jordan A.	0.50	340.00
21-May-2012	Review analysis from FTI regarding accounts payable and intercompany payments.	Freimuth, Renee L.	0.70	465.50
21-May-2012	Prepare for (.5) and meet with P. Mulchay and J. Scoliard (ResCap) and N. Rosenbaum regarding operations issues (3.0); prepare for (.2) and call with ResCap legal regarding bankruptcy impact on operations and related issues (1.0); analysis of examples of potential stay issues and call with MoFo team regarding same (.6); analysis of potential servicer issues and intersection of automatic stay (1.3); review Asset Purchase Agreement regarding impact on servicing (.8).	Hager, Melissa A.	7.40	5,439.00
21-May-2012	Review and revise Servicing Agreement between GMAC Mortgage, LLC and Nationstar Mortgage, LLC.	Keen, Jonathan T.	6.40	3,392.00
21-May-2012	Prepare and transmit email correspondence to MoFo team regarding operational issues raised by "ordinary course" definitions in NSM APA and Bankruptcy Court orders.	Kohler, Kenneth E.	0.30	228.00
21-May-2012	Revise interim operations memorandum.	Kumar, Neeraj	4.50	2,002.50
21-May-2012	Call with N. Rosenbaum and Debtors' legal department regarding litigation issues (.5); call with N. Rosenbaum, M. Hager and Debtors' legal department regarding settlement and automatic stay issues (.4); review letter regarding payment of default counsel and ordinary course professionals (.3); call with N. Rosenbaum regarding same and regarding distribution of same (.2); review and consider emails from outside counsel regarding automatic stay issues (.7); respond to same (.8); calls with outside counsel regarding same (.3); review issues regarding payment of counsel with N. Rosenbaum (.3); respond to outside counsel inquiries regarding same (.5); call with J. Wishnew regarding misdirected funds (.1); research regarding same (.8); email to J. Wishnew regarding same (.2).	Molison, Stacy L.	5.10	2,881.50
21-May-2012	Revise memorandum of case strategy.	Moss, Naomi	0.20	101.00

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21-May-2012	Participate in daily operations call with Company (1.1); follow-up calls with J. Pensabene and servicing group regarding servicing in Chapter 11 (.4); discussions with T. Hamzehpour regarding notice to HELOC borrowers (.2).	Nashelsky, Larren M.	1.70	1,657.50
21-May-2012	Discussion with N. Rosenbaum regarding preparation for meeting with ResCap counsel (.2); meeting with M. Hager, N. Rosenbaum, P. Mulcahey and J. Scoliard regarding monitoring foreclosure and litigation issues (4.0); call with client regarding ordinary course servicing issues (1.1).	Princi, Anthony	5.30	5,167.50
21-May-2012	Meeting with A. Princi regarding preparing for meeting with ResCap counsel (.2); review draft of correspondence to counsel (.4); call with ResCap Foreclosure and Litigation in-house counsel regarding addressing foreclosure matters and foreclosure counsel regarding ordinary course operations (.7). Meeting with M. Hager, A. Princi, P. Mulcahey and J. Scoliard regarding monitoring foreclosure and litigation issues and case issues.	Rosenbaum, Norman S.	5.30	4,240.00
21-May-2012	Meeting with N. Moss regarding responding to borrower inquiries (.3); discussion with S. Molison regarding communication with Debtors's outside counsel (.4); prepare email to Debtors' outside foreclosure counsel (.3); call with in-house counsel to address pending litigation and operation issues (1); call with M. Fahey Woehr regarding HELOC inquiry (.2); meeting with J. Wishnew regarding HELOC inquiry (.2); review miscellaneous emails (.5).	Rosenbaum, Norman S.	2.90	2,320.00
21-May-2012	Advice concerning media.	Tanenbaum, James R.	0.40	398.00
21-May-2012	Attend call with N. Rosenbaum regarding certain services provided under the Shared Services Agreement.	Weiss, Russell G.	0.40	318.00
21-May-2012	Revise interim operations memorandum.	Welch, Edward M.	2.50	1,637.50
21-May-2012	Meeting with N. Rosenbaum regarding HELOC inquiry (.2). Call and correspond with company, J. Newton and FTI on reporting compliance including preparation of MORs (1.1); revise BACA and correspond with client and AFI regarding same (.4); FTI payment analyses (.3); address communications issues with S. Fitzpatrick (.2).	Wishnew, Jordan A.	2.20	1,496.00
21-May-2012	Address postpetition payment query from company with S. Molison (.2); calls with A. Grossi ( K&E) on swap transfer and review form pleadings (.6); call with K. Chopra (CVP) on committee presentation and other case matters (.2).	Wishnew, Jordan A.	1.00	680.00
22-May-2012	Call with multiple employees of ResCap to discuss limitations on operations imposed by Asset Purchase Agreements.	Cohn, Hillel T.	0.80	640.00

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22-May-2012	Email with FTI team regarding accounts payable and intercompany payments (.2); initial review of FTI analysis and spreadsheets regarding same (.3).	Freimuth, Renee L.	0.50	332.50
22-May-2012	Participate on daily update call (.4); correspondence with N. Evans regarding potential asset sale motion (.3).	Goren, Todd M.	0.70	507.50
22-May-2012	Prepare misdirect transfer notice.	Guido, Laura	0.50	140.00
22-May-2012	Call with legal department, N. Rosenbaum, A. Princi and S. Molison regarding servicing issues (.4); analysis of servicing motion (.3) and order (.4); review background information regarding servicing and impact based upon bankruptcy filing (.9); correspond with Company regarding ordinary course (.2).	Hager, Melissa A.	2.20	1,617.00
22-May-2012	Review with FTI cash management process and compliance with Section 345. (.8) and correspondence reharding same (.5); correspondence with E. Welch regarding assignment of unsecured bond indenture (.4).	Marinuzzi, Lorenzo	1.20	1,038.00
22-May-2012	Call with N. Rosenbaum, A. Princi, M. Hager and Debtors' legal department regarding litigation issues (.5); review and consider questions from outside counsel regarding automatic stay issues (1.8); emails to N. Rosenbaum regarding same (.3); discuss same and letter to outside counsel about payment of fees with N. Rosenbaum (.3); respond to questions from outside counsel (1.5); email to N. Campbell regarding inquiries from outside counsel pertaining to payment issues (.2).	Molison, Stacy L.	4.60	2,599.00
22-May-2012	Draft and revise the memorandum concerning case strategy and related issues.	Moss, Naomi	1.30	656.50
22-May-2012	Daily operations call with Company (.6); review call log report from Call Center (.2); discussions with J. Whitlinger regarding process in finance team to address limits in first-day motions (.6).	Nashelsky, Larren M.	1.40	1,365.00
22-May-2012	Call with N. Rosenbaum, S. Molison, M. Hager and Debtors' legal department regarding litigation issues (.5); email exchanges with Client and N. Rosenbaum regarding ordinary course servicing issues (1.3).	Princi, Anthony	1.80	1,755.00
22-May-2012	Review correspondence from the company regarding treatment of servicing claims received during bankruptcy including conference with T. Goren and K. Kohler regarding same.	Richards, Erica J.	0.60	357.00

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22-May-2012	Call with ResCap in-house foreclosure and litigation team to review pending foreclosure and REO issues (1.0); review Non-GA servicing order following call and email to ResCap in-house foreclosure and litigation team regarding: treatment of REO (.4); call with P. Mulcahey regarding treatment of REO under the order (.2); call with S. Molison and M. Hager regarding particular issues raised by foreclosure counsel (.5); review emails from S. Molison regarding responding to inquiries from Default Counsel (1.0); call with W. Nolan regarding buy backs (.3); call with W. Nolan and D. Meyer regarding buy backs on Lehman and Bear sales and loan mods (.7); review servicing motion and orders regarding scope of coverage on HAMP modifications (.8); review emails regarding Short Sale Incentive Programs (.2); review emails regarding buy back process (.3); review email from FTI regarding payment matrix (.2).	Rosenbaum, Norman S.	5.60	4,480.00
22-May-2012	Arrange for signature of Resignation and Appointment agreement to replace DB.	Welch, Edward M.	0.50	327.50
22-May-2012	Correspond with client and AIM on facts related to misdirected transfer.	Wishnew, Jordan A.	0.70	476.00
23-May-2012	Participate in call with T. Grossman, H. Chiu, W. Ng and J. Wishnew regarding accounts payable and intercompany payments (.7); review and analyze accounts payable and intercompany payment charts from FTI (1.4).	Freimuth, Renee L.	2.10	1,396.50
23-May-2012	Call with Ally advisors regarding case status (.5); review FTI deck regarding task responsibilities (.4) and call with M. Renzi regarding same (.2); correspondence with N. Rosenbaum and G. Lee regarding loan repo requests (.2).	Goren, Todd M.	1.30	942.50
23-May-2012	Continue work on servicing questions raised under APAs, including email correspondence and calls with D. Meyer, M. Fahy Woehr, M. Schaeffer and others (.5); email correspondence with N. Evans regarding process for resolving operational issues (.1).	Kohler, Kenneth E.	0.60	456.00
23-May-2012	Review and revise memorandum to client regarding stay and repurchases.	Lee, Gary S.	1.30	1,267.50
23-May-2012	Review and consider questions from outside counsel regarding automatic stay issues (.9); call with N. Rosenbaum regarding same (.3); respond to questions from outside counsel regarding same (1.0); review letter to outside counsel regarding payment of fees with N. Rosenbaum (.2); revise same (.5); emails to Company in-house counsel regarding letter to outside counsel (.3).	Molison, Stacy L.	3.20	1,808.00
23-May-2012	Call with Ally advisors regarding case status (.5); review FTI deck regarding case assignment (.3); prepare for and attend meeting with Centerview and FTI regarding same (.8); discussions with P. Fleming regarding business operation issues from filing (.4).	Nashelsky, Larren M.	2.00	1,950.00

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23-May-2012	Review fax from GMACM outside counsel (.2) and respond to same (.1); calls from county clerk that received notice of first day motion and had inquiries regarding the same (.3); prepare and circulate information in response to same (.2); review quiet title complaint to determine how to deal with such lawsuits during the bankruptcy (.2).	Newton, James A.	1.00	445.00
23-May-2012	Call with client team and N. Rosenbaum regarding ordinary course servicing issues (1.2); review and revise draft of letter to ResCap local counsel regarding same (.6); review insert to Servicing Order (.6).	Princi, Anthony	2.40	2,340.00
23-May-2012	Call with Company to discuss issues related to contested litigation (1.1); call with Company to discuss issues related to scope of stay relief with respect to borrower bankruptcies (.8).	Richards, Erica J.	1.90	1,130.50
23-May-2012	Telephone call with A. Princi, M. Hager and ResCap in-house legal team regarding pending foreclosure and settlement issues and supplement to servicing motion (1.0); review revisions to Default Counsel Correspondence (.3); telephone call with S. Molison regarding revisions and process for letter to Default Counsel (.2); telephone conference with P. Mulcahey regarding default counsel correspondence and second lien issues (.2).	Rosenbaum, Norman S.	1.70	1,360.00
23-May-2012	Advise Rubenstein and ResCap concerning the Federal Reserve Letter possible responses.	Tanenbaum, James R.	1.20	1,194.00
23-May-2012	Review and revise Notice of Commencement (.3); address client query related to refund and payment of licensing fees (.4); follow up with L. Marinuzzi on section 345 compliance (.3); address call center mechanics with KCC (.3); assist Treasury with resolving blocked account issues and discuss same with K&E (.5).	Wishnew, Jordan A.	1.80	1,224.00
24-May-2012	Analysis of order granting first day servicing motion (.3); analysis of open servicing issues (.2); prepare for (.2) and call with Legal Department, N. Rosenbaum and A. Princi regarding servicing issues (.6).	Hager, Melissa A.	1.30	955.50
24-May-2012	Emails and call with D. Kaufman regarding L. Nees question on Ginnie Mae forward flow purchase agreement (.2); prepare revision to internal operations memorandum regarding sale of charged off loans and discuss same with M. Fahy Woehr (.5).	Kohler, Kenneth E.	0.70	532.00
24-May-2012	Circulate letter regarding payment of fees to outside counsel (.2); review and consider questions from outside counsel regarding automatic stay issues and fee payment issues (.6); call with N. Rosenbaum regarding same (.2); respond to questions from outside counsel (.5); email to N. Campbell, P. Mulcahy and J. Scoliard regarding fee payment issues (.2).	Molison, Stacy L.	1.70	960.50

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24-May-2012	Follow-up calls with J. Pensabene and servicing group regarding operating in Chapter 11 (.3); daily operations call with Company (.4); discussions with S. Fitzpatrick regarding communications issues (.4).	Nashelsky, Larren M.	1.10	1,072.50
24-May-2012	Call with M. Hager, N. Rosenbaum and legal department regarding servicing issues.	Princi, Anthony	0.60	585.00
24-May-2012	Call with Company to discuss status of contested foreclosure and borrower bankruptcy matters and evaluate necessity for lift stay relief.	Richards, Erica J.	0.80	476.00
24-May-2012	Call with A. Princi, M. Hager, legal department regarding servicing issues.	Rosenbaum, Norman S.	0.60	480.00
24-May-2012	Review and respond to emails regarding non-GE buyback's (.3)	Rosenbaum, Norman S.	0.30	240.00
24-May-2012	Prepare for in call with in-housel legal regarding foreclosure and litigation issues (.3); participate in call with ResCap legal department, M. Hager and T. Princi (1); conference call with N. Campbell and T. Jordan regarding protocol for responding to 3rd party subpoenas and follow up litigation inquiries(1.7).	Rosenbaum, Norman S.	3.00	2,400.00
24-May-2012	Call with, and advice provided to, directors concerning the role of directors in the asset sales process going forward.	Tanenbaum, James R.	1.40	1,393.00
24-May-2012	Emails regarding ability of Company to make changes to servicing arrangements.	Welch, Edward M.	0.80	524.00
24-May-2012	Review details of misdirected transfer (.2); review details of compliance matrix (.3); address client payment questions (.2); draft stipulation to correct misdirected transfer (.5); draft supplemental BACA letter (.2).	Wishnew, Jordan A.	1.40	952.00
25-May-2012	Call with company regarding DIP accounting issues.	Goren, Todd M.	1.10	797.50
25-May-2012	Daily call with legal team and MoFo team regarding servicing issues.	Hager, Melissa A.	0.40	294.00
25-May-2012	Call with L. Nees regarding calculation of purchase price under Ginnie Mae forward flow Purchase Agreement (1.0); review final MMLPSA regarding same (.1); prepare and transmit email summarizing negotiations of same to Jim Whitlinger (.1).	Kohler, Kenneth E.	1.20	912.00
25-May-2012	Meet with T. Hamzehpour (GC) regarding special counsel retention, claims process, Ally settlement and estate planning (1.2); review servicing notices received from trustees and monolines (.5); call with client regarding appeal docket, servicing obligations and indemnity (.5).	Lee, Gary S.	2.20	2,145.00
25-May-2012	Search for foreclosure complaint for C. Delson.	Mahmoud, Karim	0.60	108.00

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25-May-2012	Review and consider questions from outside counsel regarding automatic stay issues and fee payment issues (1.1); respond to questions from outside counsel (.6); emails to N. Rosenbaum regarding automatic stay issues and fee payment issues with respect to outside counsel (.7); email to D. McFadden regarding fee payment issues (.2).	Molison, Stacy L.	2.60	1,469.00
25-May-2012	Call with W. Nolan and D. Meyer regarding analysis of buy backs and instructions to her team (1.4); review sample Pooling and Service Agreements regarding sale of Ginnie Loans to Third Parties (.7); review and analyze payment matrix (.5); call with ResCap in-house legal team regarding pending legal issues (.7); review and respond to emails from ResCap legal regarding pending litigation issues and strategy (.9).	Rosenbaum, Norman S.	4.20	3,360.00
25-May-2012	Call with two directors regarding the Federal Reserve letter.	Tanenbaum, James R.	0.30	298.50
25-May-2012	Call with N. Ornstein and correspond with client on blocked accounts (.4); update misdirected transfer documents (.5).	Wishnew, Jordan A.	0.90	612.00
26-May-2012	Revise misdirected transfer stipulation.	Wishnew, Jordan A.	0.30	204.00
28-May-2012	Email correspondence with J. Whitlinger regarding purchase price issue under Ginnie Mae forward flow Purchase Agreement.	Kohler, Kenneth E.	0.10	76.00
28-May-2012	Review and consider question from outside counsel regarding automatic stay and motion to dismiss (.2); email with N. Rosenbaum regarding same (.2); email to outside counsel regarding same (.1).	Molison, Stacy L.	0.50	282.50
28-May-2012	Review payment matrix (.8); call with T. Grossman regarding review of vendor payment matrix and follow up items (.7); review servicing orders and emails with T. Grossman and M. Beck regarding REO buyer refunds and borrower rebate programs (.8); review Nationstar APA regarding ordinary course operations (1.4); review pending matters for ResCap legal regarding status of Trustees in pending litigation and MERS issues (.9); review sample Pooling Agreements regarding servicing buybacks on FHA/VA deals (1.6).	Rosenbaum, Norman S.	6.20	4,960.00
29-May-2012	E-mail and calls with N. Rosenbaum and Company regarding authorizations under servicing order and amounts owed under certain servicing agreements.	Beck, Melissa D.	0.50	332.50
29-May-2012	Download documents from Ariba document system in connection with preparation of schedules to APA.	Fasman, David I.	2.10	1,186.50
29-May-2012	Research, emails and calls with M. Fahy Woehr, C. Schares, N. Evans, N. Rosenbaum and others regarding sales of servicing of delinquent loans to investors under servicing agreements.	Kohler, Kenneth E.	2.40	1,824.00

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29-May-2012	Call with N. Rosenbaum and ResCap regarding Green Planet subservicing agreement (.8); correspond with N. Evans, M. Beck, E. Welsh and N. Rosenbaum regarding Green Planet Subservicing Agreement and Nationstar APA (.3).	Martin, Samantha	1.10	654.50
29-May-2012	Review and consider question from outside counsel regarding automatic stay and payment of fees (1.4); email with N. Rosenbaum regarding same (.2); calls with outside counsel regarding same (.9).	Molison, Stacy L.	2.50	1,412.50
29-May-2012	Prepare for and participate in call with J. Pensabene and servicing group regarding operating in Chapter 11 (.4); daily operations call with Company (.7); discussions with S. Fitzpatrick regarding communications - HELOC borrowers (.4).	Nashelsky, Larren M.	1.50	1,462.50
29-May-2012	Call from outside counsel regarding appropriate course of action in his case based on the bankruptcy filing (.1); discuss potential procedures related to actions filed in violation of the automatic stay with N. Rosenbaum (.3); prepare cover email regarding procedures for addressing law suits filed against the Debtors postpetition (.4).	Newton, James A.	0.80	356.00
29-May-2012	Call with Legal team regarding Supplemental Servicing Motion and pending issues (.5); review and analyze payment matrix issues (1.0); review memorandum on interim operations (.4); review and respond to emails from M. Woerh regarding interim operations memo and servicing questions (.3); prepare for call with D. Meyer, FTI and servicing team regarding buy-back and make whole obligations on FA/Va sales to private investors (.4); participate in call in preparation for call with D. Meyer, FTI and servicing team regarding buy-back and make whole obligations on FHA/Va sales to private investors (1.0); calls with M. Beck regarding servicing requirements under third-party agreements (.3); review third party agreements regarding servicing obligations (.9); review and respond to emails from K. Kohler regarding interim operations memorandum (.3); call with S. Martin, L. Delahey; M. Goodin; M. Detwiler, C. Schares, regarding dispute with Green Planet and strategy and addressing class action settlements (1.0); emails and discussion with S. Martin regarding following up on open Green Planet issues (.2).	Rosenbaum, Norman S.	6.30	5,040.00
29-May-2012	Call with J. Ilany (.3); Rubenstein regarding case status (.2).	Tanenbaum, James R.	0.50	497.50
29-May-2012	Correspond with counsel for BoA and review file concerning custodial account cash management issues (.4); address account transition issues with client (.3); finalize JPM BACA (.2); revise misdirected stipulation and circulate to AFI and client (.5); review APA and address IT project matter for J. Horner (.5).	Wishnew, Jordan A.	1.90	1,292.00

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30-May-2012	Respond to email of N. Rosenbaum regarding protocol on third party subpoenas and company response.	Barrage, Alexandra S.	0.20	139.00
30-May-2012	E-mail and calls with company regarding correspondence with HUD and Ginnie Mae issuer liability upon servicing transfer (.6); research HUD servicer guidelines and requirements relating to reimbursement of mortgage insurance premiums (1.0); call to discuss next steps with HUD personnel (1.0); e-mail communications with Centerview regarding price differential relating to sale of advances pre and post amendment (2.0).	Beck, Melissa D.	4.60	3,059.00
30-May-2012	Call with Ally advisors regarding case status.	Goren, Todd M.	0.50	362.50
30-May-2012	Analysis of issues regarding MERs (.3); review MERs documents (.9); call with MoFo team and ResCap legal regarding servicing issues (.4); call with N. Campbell, C. Laroche and K. Priore (Company) and N. Rosenbaum regarding MERs and automatic stay (.9); review Asset Purchase Agreement regarding ordinary course (.3).	Hager, Melissa A.	2.80	2,058.00
30-May-2012	Continue research, emails and calls with M. Woehr, D. Meyer and MoFo internal team regarding sales of servicing of delinquent loans to investors under servicing agreements (2.1); email correspondence with M. Wright, L. Reichel and others regarding HUD refusal to refund insurance premium overpayments on MIP loans, discuss with M. Beck regarding HUD research on same (1.4); participate in a call with client and MoFo internal team regarding same (1.2).	Kohler, Kenneth E.	4.70	3,572.00
30-May-2012	Call with client repurchase team regarding mortgage repurchases.	Lee, Gary S.	1.00	975.00
30-May-2012	Call with M. Beck regarding Green Planet Subservicing Agreement and Nationstar APA (.2); calls (2x) with E. Welch regarding Green Planet Subservicing Agreement and Nationstar APA (.2); review and analyze covenants in APA (.2); correspondence with N. Rosenbaum regarding same (.1); prepare email to ResCap regarding whether stipulation with Green Planet is impacted by APA (.5).	Martin, Samantha	1.20	714.00
30-May-2012	Review and consider question from outside counsel regarding automatic stay and payment of fees (1.4); email with N. Rosenbaum regarding same (.2); calls with outside counsel regarding same (.7); review outside counsel automatic stay issues and fee issues with N. Rosenbaum (.8).	Molison, Stacy L.	3.10	1,751.50
30-May-2012	Draft memorandum regarding case strategy and next steps.	Moss, Naomi	0.20	101.00
30-May-2012	Follow-up calls with J. Pensabene and servicing group regarding operating in Chapter 11 (.4); daily operations call with Company (.6).	Nashelsky, Larren M.	1.00	975.00

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30-May-2012	Prepare for and participate in call with team, FTI and Company regarding cash flow reporting.	Nashelsky, Larren M.	0.80	780.00
30-May-2012	Review and revise email to Client regarding lawsuits filed in violation of the stay.	Newton, James A.	0.20	89.00
30-May-2012	Prepare for call on vendor payment Matrix (.3); participate in call on vendor payment Matrix with FTI and M. Wright, J. Horner and parties from RC team (.5); review email analysis from FTI regarding Vendor Payment Matrix (.6); review and respond to emails regarding potential transfer of servicing rights with K. Kohler, D. Meyer and M. Fahy-Woehr (.8); participate in call with G. Lee, FTI and ResCap team regarding loan buy backs and claims and procedures going forward (1.4); participate in call on HUD refusal to refund MIP and bases (.5); call with S. Molison regarding responding to RC external counsel inquiries (1.0).	Rosenbaum, Norman S.	5.10	4,080.00
30-May-2012	Calls with Directors concerning Creditors Committee meeting and schedule (.5); advice concerning Board activity (.6); call with ResCap officers relating to response to press inquires relating to Ally (.3); provide factual clarification to journalist writing about certain proposed settlements entered into by ResCap (.6); call with T. Marano concerning senior officer retention issues and employment considerations (.5); calls with J. Ilany and J. Mack to respond to questions relating to status of various governance matters (.8).	Tanenbaum, James R.	3.30	3,283.50
30-May-2012	Finalize BACA (.3); review IDI binders prepared by FTI (.3); review New Century 345 cash management issues (.5); calls and correspond with AFI counsel on closing accounts (.4); address service issues relating to loan transfers (.5); review HUD-related reimbursement issues (.3).	Wishnew, Jordan A.	2.30	1,564.00
31-May-2012	Correspond with legal counsel regarding automatic stay and bankruptcy issues.	Hager, Melissa A.	0.20	147.00
31-May-2012	Emails and calls with M. Fahy Woehr and D. Meyer regarding sales of servicing of delinquent loans to investors under servicing agreements (.6); email correspondence with N. Evans, M. Beck and others regarding USAA position on amending USAA servicing agreement (.2).	Kohler, Kenneth E.	0.80	608.00
31-May-2012	Correspondence regarding Green Planet settlement.	Martin, Samantha	0.30	178.50
31-May-2012	Review and consider question from outside counsel regarding automatic stay and payment of fees (2.8); emails to N. Rosenbaum regarding same (.2); review outside counsel issues with N. Rosenbaum (.6); calls with outside counsel regarding same (1.4); emails with N. Campbell, J. Scoliard and P. Mulcahy regarding outside counsel issues (.6).	Molison, Stacy L.	5.60	3,164.00

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31-May-2012	Revise memorandum regarding case strategy and next steps.	Moss, Naomi	15.50	7,827.50
31-May-2012	Daily operations call with Company (1.3); discussions with J. Pensabene regarding servicing issues (.2).	Nashelsky, Larren M.	1.50	1,462.50
31-May-2012	Review correspondence and inquiry from County Treasurer regarding notices received (.2); call with County Treasurer regarding the same (.2); review inquiry from GMAC Mortgage outside counsel (.2) and respond to same (.1); discussion with N. Moss regarding hearing dates and timing on motions (.1).	Newton, James A.	0.80	356.00
31-May-2012	Call with ResCap legal team and J. Wishnew regarding pending bankruptcy motions and inquires regarding payment of counsel and application of the automatic stay (1.0); call with FTI regarding analysis of payable issues (.5); call with S. Molison regarding response to counsel inquiries (.8).	Rosenbaum, Norman S.	2.30	1,840.00
31-May-2012	Call with client on open legal issues and case status in short term.	Wishnew, Jordan A.	1.00	680.00
31-May-2012	Correspond with US Trustee's Office on section 345 compliance (.8); correspond with client and AFI on closing WF accounts (1.2); review queries from UCC on cash management (.2); correspond with BoA counsel on section 345 compliance (.1).	Wishnew, Jordan A.	2.30	1,564.00
31-May-2012	Call with ResCap legal team and N. Rosenbaum regarding pending bankruptcy motions and matters regarding payment of counsel and application of automatic stay (1.0); call with client open legal issues and case status in short term (1.0).	Wishnew, Jordan A.	2.00	1,360.00
<b>Total: 003</b>	<b>Business Operations and Advice</b>		<b>400.70</b>	<b>282,138.50</b>

#### Case Administration

15-May-2012	Prepare and file amended notice of top 50 consolidated creditors.	Guido, Laura	0.40	112.00
15-May-2012	Revise Secretary's certificate and send to Skadden Arps.	Madori, Andrea M.	0.50	142.50
15-May-2012	Review revised 50 largest creditor list from FTI (.2) and coordinate update with L. Guido (.1).	Newton, James A.	0.30	133.50
15-May-2012	Call with H. Horowitz regarding Debtor's position on UCC membership and background of case.	Princi, Anthony	0.80	780.00
15-May-2012	Review good standing bring-down letters from CSC (.5); review all invoices from CSC from April and May and submit for payment (1.0).	Roberts, III, Edgar J.	1.50	435.00
15-May-2012	Assist with RMBS settlement (.4); review Court's prior case management orders and adapt for this case (.4).	Wishnew, Jordan A.	0.80	544.00

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16-May-2012	Review and revise motion preparation list (.4); call with J. Wishnew and T. Goren regarding same (.2); prepare for and participate in call to discuss next steps leading up to June omnibus hearings (2.0); call with C. Schepper (Kurtzman) regarding noticing provisions involving sale procedures motion (.1); participate in all hands strategy call with BK team (1.0).	Barrage, Alexandra S.	3.70	2,571.50
16-May-2012	Attend daily status call.	Evans, Nilene R.	0.50	380.00
16-May-2012	Review upcoming chapter 11 deadlines relating to first day motions, filing of disclosure statement and sale process to confirm case calendar.	Freimuth, Renee L.	0.60	399.00
16-May-2012	Prepare list of next steps (1.2) and discuss with J. Wishnew and A. Barrage regarding same (.4); meetings with team regarding same (2.3); meet with L. Nashelsky and L. Marinuzzi regarding Committee formation/selection of counsel (.5).	Goren, Todd M.	4.40	3,190.00
16-May-2012	Prepare complaints binder for J. Rothberg (2.0); cite check for J. Newton (.5); research for J. Newton regarding plan support agreements and opposition to relief from stay motions (2.0).	Kline, John T.	4.50	1,327.50
16-May-2012	Prepare schedule of upcoming deadlines and relevant motions and deadlines for internal use.	Moss, Naomi	1.10	555.50
16-May-2012	Prepare schedule for L. Nashelsky of all orders that have been entered.	Moss, Naomi	0.60	303.00
16-May-2012	Lead team meeting regarding motion responsibility.	Nashelsky, Larren M.	0.90	877.50
16-May-2012	Meet with MoFo team regarding response to First Day Hearing issues, case management and allocation of duties.	Newton, James A.	1.20	534.00
16-May-2012	Meeting with entire MoFo team regarding allocation of necessary work and regarding case processes.	Princi, Anthony	1.20	1,170.00
16-May-2012	Call with team to discuss next steps and allocation of work.	Richards, Erica J.	1.10	654.50
16-May-2012	Attend team meeting with Partners to discuss next steps on first day motions, planning for plan process and work flow (1.5); follow up meeting with associates teams regarding assignments scheduling and work flow (1.7).	Rosenbaum, Norman S.	3.20	2,560.00
16-May-2012	Work with KCC on updating master service list (.2); respond to case queries (.3); coordinate next steps after first day hearing (1.5); work with A. Barrage on case management and noticing issues related to 363 sale and internal call relating thereto (.3); work with E. Richards to update parties-in-interest list (.2).	Wishnew, Jordan A.	2.50	1,700.00
17-May-2012	Review task list circulated by N. Moss (.2).	Barrage, Alexandra S.	0.20	139.00

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17-May-2012	Review other Chapter 11 docket for various transcripts and submit request for same (.3); circulate notice of ECF filings to attorneys (.2); review notices and interim first day orders in preparation of initial case calendar (2.0); prepare binder of case orders (.8).	Guido, Laura	3.30	924.00
17-May-2012	Research precedent regarding plan support agreements (2.2); obtain pleadings and exhibits for same (2.5).	Kline, John T.	4.70	1,386.50
17-May-2012	Discuss case status and next steps with L. Nashelsky, R. Freimuth and J. Wishnew.	Martin, Samantha	0.50	297.50
17-May-2012	Review and prepare Judge Glenn hearing transcripts for L. Nashelsky.	Moss, Naomi	0.30	151.50
17-May-2012	Revise and prepare notice of commencement (.2); review and revise special service list (.9); review and revise the case management procedures (1.7); discussion with J. Wishnew regarding the same (.2); discuss with Chambers regarding the same (.2).	Moss, Naomi	3.20	1,616.00
17-May-2012	Prepare for and attend team meeting to manage assignments, flow of information, etc.	Nashelsky, Larren M.	0.80	780.00
17-May-2012	Coordinate update of KCC website with appropriate contact information from Committee counsel (.2); prepare call referral list to assist in directing outside inquiries to the correct internal parties (.4).	Newton, James A.	0.60	267.00
17-May-2012	Update master conflicts list and circulate to counsel for the Committee.	Richards, Erica J.	0.60	357.00
17-May-2012	Work with S. Martin on interim comp procedures (.2); review draft vendor communications (.3); provide committee counsel with contact and conflict lists (.4); correspond with chambers on scheduling omnibus dates (.3); update Notice of Commencement (.2); provide clerk with final form of first day orders (.4); payment of fees (.6).	Wishnew, Jordan A.	2.40	1,632.00
18-May-2012	Participate in daily update call with ResCap, Centerview, FTI and MoFo.	Evans, Nilene R.	0.50	380.00
18-May-2012	Circulate notice of ECF filings to attorneys.	Guido, Laura	0.10	28.00
18-May-2012	Review first day filings with bankruptcy court.	Law, Meimay L.	1.50	667.50
18-May-2012	Draft case calendar for the client regarding important upcoming dates (1.3); draft task events schedule for the client regarding case (1.3).	Moss, Naomi	2.60	1,313.00
21-May-2012	Review updated task list circulated by N. Moss.	Barrage, Alexandra S.	0.30	208.50
21-May-2012	Review reporting calendar (.5) and call with company regarding same (1.2).	Goren, Todd M.	1.70	1,232.50

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21-May-2012	Case pull for M. Hager (.1); coordinate preparation of contact list (.4); review and revise same (.1.5); emails with A. Princi and N. Rosenbaum regarding same (.1); circulate notice of ECF filings to attorneys (.1); provide calendar updates regarding same (.4).	Guido, Laura	2.60	728.00
21-May-2012	Conduct research and create tracking chart of Registered Agents and corporate addresses for 42 listed defendants.	Miller, Blake B.	7.80	1,989.00
21-May-2012	Summarize case management procedures for the attorneys at MoFo (1.4); review and revise case calendar for the client (.5).	Moss, Naomi	1.90	959.50
21-May-2012	Review case calendar (.2); participate in call with Company regarding case timing, Chapter 11 obligations, flow of information, etc. (1.2).	Nashelsky, Larren M.	1.40	1,365.00
21-May-2012	Calls from parties inquiring about notices received related to the ResCap bankruptcy (.1); address additional inquiries from parties receiving notices (.2); address noticing issues with KCC (.2).	Newton, James A.	0.50	222.50
22-May-2012	Circulate notice of ECF filings to attorneys (.1); provide calendar updates to attorneys (.1).	Guido, Laura	0.20	56.00
22-May-2012	Correspondence with B. Masumoto regarding 341 meeting schedule; correspondence to company and FTI regarding 341 meeting.	Marinuzzi, Lorenzo	1.10	951.50
22-May-2012	Research and create tracking chart of Registered Agents and corporate addresses for 42 listed defendants.	Miller, Blake B.	9.70	2,473.50
22-May-2012	Discussion with M. Crespo regarding case management procedures.	Moss, Naomi	0.20	101.00
22-May-2012	Review correspondence from parties requesting notice in the case and certain other relief. Revise Notice of Commencement and send to KCC for review (.3); revise Commencement Notice (.5). Review interim orders to determine whether hearing on motions can be extended per committee request.	Moss, Naomi	2.50	1,262.50
22-May-2012	Review terms of interim orders in light of UCC's final hearing adjournment request (.4); correspond with FTI on compliance with UST guidelines (.2); revise Notice of Commencement and coordinate production with KCC (.3); calls with chambers on case scheduling issues (.2).	Wishnew, Jordan A.	1.10	748.00
23-May-2012	Email N. Moss regarding status of sale procedures hearing and request of Creditors' Committee (.1); call with J. Wishnew and L. Nashelsky regarding same (.2).	Barrage, Alexandra S.	0.30	208.50
23-May-2012	Review first day agendas in various chapter 11 cases (.5); circulate notice of ECF filings to attorneys (.1); update binder of case orders (.3).	Guido, Laura	0.90	252.00

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23-May-2012	Call with Ally counsel to discuss timing of final hearings on second day motions. Correspondence with UST regarding date, time and location for 341 Meeting (.2), correspondence to J. Whitlinger, T. Hamzehpour regarding 341 meeting (.3).	Marinuzzi, Lorenzo	1.00	865.00
23-May-2012	Research and create tracking chart of Registered Agents and corporate addresses for 42 listed defendants.	Miller, Blake B.	9.40	2,397.00
23-May-2012	Call with KCC regarding form of the notice of commencement and revise same (.3); call with Chambers regarding hearing dates (.2); office discussion with L. Nashelsky and email summarizing the same (.2); review correspondence from the UST regarding the case management procedures and circulate to chambers (.3); revise the notice of commencement (.3).	Moss, Naomi	1.30	656.50
23-May-2012	Meeting with N. Moss regarding hearing date.	Nashelsky, Larren M.	0.20	195.00
23-May-2012	Meeting regarding case status, delegation of assignments and additional issues arising as the case progresses.	Newton, James A.	0.70	311.50
23-May-2012	Working group meeting regarding case task list.	Richards, Erica J.	0.80	476.00
23-May-2012	Meeting with MoFo team members regarding assignment allocation and deadlines (1)	Rosenbaum, Norman S.	1.00	800.00
23-May-2012	Coordinate hearing schedule based on Committee adjournment request (.3); revise and update form introduction to pleadings (.4); review entered case management procedures (.3); review FTI's "subject to compromise" analysis (.3); call with A. Barrage regarding status of sale procedures hearing and request of Creditors' Committee (.2).	Wishnew, Jordan A.	1.50	1,020.00
24-May-2012	Circulate notice of ECF filings to attorneys (.1); email correspondence with KCC regarding updating creditor address (.2); provide documents to requesting creditor (.7).	Guido, Laura	1.00	280.00
24-May-2012	Meeting with N. Moss regarding revisions to the Notice of Commencement.	Marinuzzi, Lorenzo	0.20	173.00
24-May-2012	Review and comment on notice of commencement (.4); correspondence with Kirkland and Skadden regarding same (.1); conference call with N. Ornstein (Kirkland) regarding same (.1).	Martin, Samantha	0.60	357.00
24-May-2012	Revise notice of commencement (.6); meeting with L. Marinuzzi regarding revisions to the notice of commencement (.2).	Moss, Naomi	0.80	404.00
24-May-2012	Call with KCC regarding the special service list.	Moss, Naomi	0.20	101.00
24-May-2012	Review case calendar and task list (.3); discussions with N. Moss regarding same (.4).	Nashelsky, Larren M.	0.70	682.50

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24-May-2012	Finalize Notice of Commencement (.3); call and correspond with N. Campbell, P. Habbib and M. Bernstein on ordinary course professionals (1.9); coordinate drafting of next round of motions (.3); coordinate with KCC on publication of Notice of Commencement (.2); address case management issues (.2).	Wishnew, Jordan A.	2.90	1,972.00
25-May-2012	Discussion with R. Schrock regarding filing entities.	Goren, Todd M.	0.20	145.00
25-May-2012	Circulate notice of ECF filings to attorneys (.1); review working group lists distributed to various parties (.4); work with team to prepare master working group list (1.0).	Guido, Laura	1.50	420.00
25-May-2012	Prepare list of corporate addresses and executive officers for bankruptcy department.	Miller, Blake B.	5.50	1,402.50
25-May-2012	Review and finalize working group list.	Moss, Naomi	0.20	101.00
25-May-2012	Review case management procedures.	Moss, Naomi	0.40	202.00
25-May-2012	Multiple emails with KCC team regarding the special service list including discussions with team relating thereto.	Moss, Naomi	0.30	151.50
25-May-2012	Respond to OCP questions from legal department (.3); review proofs for nationwide publication of specific notices (.6); coordinate with UST and client on 345/cash management issues (.2); assist with preparation of second day motions (.4).	Wishnew, Jordan A.	1.50	1,020.00
28-May-2012	Review cash management order and coordinate with L. Guido and N. Moss on periodic diligence points contained within order.	Wishnew, Jordan A.	0.40	272.00
29-May-2012	Per J. Rothberg request, prepare case filing materials with case law for attorney review (1.0); per R. Baehr request, review and prepare defendant tracking list for upcoming service (2.0); review and update materials for upcoming service (1.5).	Klidonas, Nicolas V.	4.50	1,080.00
29-May-2012	Discussion with docket department and attorney regarding Registered Agents and Corporate Address tracking chart.	Miller, Blake B.	0.90	229.50
29-May-2012	Call with B. McDonald, FTI, regarding upcoming hearing dates and meeting with the Committee.	Moss, Naomi	0.10	50.50
29-May-2012	Correspondence with N. Moss on coordinating hearing dates (.3); review and revise Monthly Service List (.3).	Wishnew, Jordan A.	0.60	408.00
30-May-2012	Review email of D. Meyer regarding addendum to original investor service party list (.2); email D.Meyer and M. Bernstein (FTI) regarding same (.3); review investor mailing list and forward same to J. Boelter regarding sale notice requirements (.3); call with M. Bernstein (FTI) regarding same (.2).	Barrage, Alexandra S.	1.00	695.00

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30-May-2012	Circulate notice of ECF filings to attorneys (.1); review, file and coordinate service of monthly service list (.4).	Guido, Laura	0.50	140.00
30-May-2012	Review and revise task list for upcoming motions and deadlines (.5); review and revise outline for May 31 status meeting (.5); discuss same with N. Moss (.2).	Martin, Samantha	1.20	714.00
30-May-2012	Review and revise memorandum summarizing case strategy and next steps.	Moss, Naomi	1.70	858.50
30-May-2012	Call with Chambers L. Marinuzzi, D. Mannal and S. Zide regarding June hearing dates (.4); multiple calls with Chambers regarding June hearing dates (.3).	Moss, Naomi	0.70	353.50
30-May-2012	Discuss case management order issues with J. Wishnew in advance of hearing.	Newton, James A.	0.10	44.50
30-May-2012	Assist A. Barrage with APA noticing issues (.3); review and revise service and task lists (.4).	Wishnew, Jordan A.	0.70	476.00
31-May-2012	Email M. Bernstein and M. Crespo regarding notice procedures relating to sale hearing (.1); email L. Nashelsky and T. Goren regarding same (.1).	Barrage, Alexandra S.	0.20	139.00
31-May-2012	Call with Company and FTI regarding task calendar.	Goren, Todd M.	0.50	362.50
31-May-2012	Circulate notice of ECF filings to attorneys.	Guido, Laura	0.10	28.00
31-May-2012	Prepare comments to task list for upcoming motions and deadlines.	Martin, Samantha	0.30	178.50
31-May-2012	Meetings with L. Nashelsky, T. Goren and G. Lee regarding upcoming hearing dates (.2); call with G. Sasson regarding scheduling upcoming hearings (.2); discussion with S. Martin regarding 5/31 hearing (.2); follow up emails with team regarding upcoming dates and hearings (.5).	Moss, Naomi	1.10	555.50
31-May-2012	Correspond with financial advisors on details of due diligence protocol (.5); review materials and correspond with UST on initial debtor interview (.3).	Wishnew, Jordan A.	0.80	544.00
<b>Total: 004</b>	<b>Case Administration</b>		<b>130.60</b>	<b>62,328.00</b>

#### Claims Administration and Objection

17-May-2012	Review memorandum from N. Moss and related cases regarding scope of 362 (b)(4) exceptions to automatic stay.	Princi, Anthony	1.40	1,365.00
22-May-2012	Meeting with S. Martin and K. Kohler regarding possible motion to Bankruptcy Court to approve sales of a Delaware minimis amount of assets.	Goren, Todd M.	0.30	217.50
22-May-2012	Review research regarding potential HELOC related claims (6); discussion with S. Martin and L. Marinuzzi regarding suspension of HELOC funding (.2).	Goren, Todd M.	0.80	580.00

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22-May-2012	Review possible HELOC claims and priority, update in response to CC questions (.9); discussions with T. Goren and S. Martin regarding suspension of HELOC funding (.2).	Marinuzzi, Lorenzo	1.10	951.50
22-May-2012	Discuss suspension of HELOC funding with T. Goren and L. Marinuzzi (.2); review correspondence among Committee counsel and MoFo team regarding HELOC funding (.3); correspondence with J. Gabai and L. Marinuzzi regarding same (.1); analyze case docket in American Home Mortgage case with respect to HELOC funding (1.2); research case law regarding HELOC funding in bankruptcy (1.9); review and analyze de minimis asset sales motions and orders in other cases (.8).	Martin, Samantha	4.50	2,677.50
22-May-2012	Discussions with counsel to Creditors' Committee regarding potential claims arising from suspension of HELOC draws (.4); discussions with L. Marinuzzi regarding same (.2).	Nashelsky, Larren M.	0.60	585.00
23-May-2012	Review administrative claims filed in other mortgage related case.	Guido, Laura	3.00	840.00
23-May-2012	Review company's HELOC analysis.	Wishnew, Jordan A.	0.30	204.00
24-May-2012	Compile and organize agreements used in affiliate transaction analysis, review Transaction Summaries Diligence Chart.	Kumar, Neeraj	3.10	1,379.50
24-May-2012	Call with M. Beck regarding equitable subordination of certain claims (.2); call with J. Newton regarding case law on equitable subordination (.1); correspondence with J. Newton and M. Beck regarding same (.2); review correspondence with Carpenter Lipps regarding equitable subordination issues (.3).	Martin, Samantha	0.80	476.00
31-May-2012	Emails to and from client regarding Freddie put back claims.	Lee, Gary S.	0.30	292.50
<b>Total: 005</b>	<b>Claims Administration and Objection</b>		<b>16.20</b>	<b>9,568.50</b>

#### Executory Contracts

25-May-2012	Prepare form consent request letters relating to the IP/IT agreements to be assigned pursuant to the Asset Purchase Agreement.	Weiss, Russell G.	1.80	1,431.00
27-May-2012	Email exchanges with G. Lee and L. Nashelsky regarding severance issues (1.0); review American Home Mortgage decision and analyze severance issues (2.0); email exchange with M. Beck regarding same (.4).	Princi, Anthony	3.40	3,315.00
29-May-2012	Survey assignment provisions in IP/IT agreements (3.9); prepare log summarizing same (3.5).	Abott, Lisa H.	7.40	3,441.00
29-May-2012	Survey assignment provisions in IP/IT agreements (2.9); prepare log of same (2.0).	Huang, Ying	4.90	2,278.50

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29-May-2012	Survey assignment provisions in IP/IT agreements (4.5); prepare log of same(3.0).	Steiger, Jennifer L.	7.50	3,112.50
29-May-2012	Survey assignment provisions in IP/IT agreements (3.4); prepare log of same (1.2); call with N. Evans regarding the GM Transition License, TSA Term Sheet and IP/IT consents (.2); review and respond to various e-mail messages in connection with assignment of IP/IT agreements (1.7).	Weiss, Russell G.	6.50	5,167.50
30-May-2012	Survey assignment provisions in IP/IT agreements (2.2); prepare log of same (3.6).	Abott, Lisa H.	5.80	2,697.00
30-May-2012	Survey assignment provisions in IP/IT agreements in connection with the Asset Purchase (5.8); prepare log of same (1.5).	Huang, Ying	7.30	3,394.50
30-May-2012	Survey assignment provisions in IP/IT agreements (4.5); prepare log of same (.5).	Steiger, Jennifer L.	5.00	2,075.00
31-May-2012	Survey assignment provisions in IP/IT agreements (1.4); prepare log of same (3.1); prepare list of outstanding agreements, documents and other items in connection with same (2.4).	Abott, Lisa H.	6.90	3,208.50
31-May-2012	Survey assignment provisions in IP/IT agreements (1.8); prepare log of same (.4).	Huang, Ying	2.20	1,023.00
31-May-2012	Survey assignment provisions in IP/IT agreements (5.5); prepare log of same (2.0).	Steiger, Jennifer L.	7.50	3,112.50
31-May-2012	Survey assignment provisions in IP/IT agreements (.7); review log of same (.3); attend call with J. Steiger regarding IP/IT consents (.3); review and respond to various e-mail messages regarding assignment IP/IT agreements (.6).	Weiss, Russell G.	1.90	1,510.50
<b>Total: 006</b>	<b>Executory Contracts</b>		<b>68.10</b>	<b>35,766.50</b>
<b>Fee/Employment Applications</b>				
16-May-2012	Revise special counsel motion CLL and related pleadings for S. Molison.	Kline, John T.	2.80	826.00
16-May-2012	Review special counsel retention applications with J. Kline (.3); email to Carpenter Lipps regarding same (.1).	Molison, Stacy L.	0.40	226.00
17-May-2012	Research related to payment of professionals under section 363.	Crespo, Melissa M.	2.00	760.00
17-May-2012	Review and revise template for special counsel retention applications (1.7); email with J. Wishnew regarding same (.2); revise same to incorporate internal comments (.3); email to Carpenter Lipps regarding same (.1); email to Bradley Arant regarding same (.1); meet with A. Princi regarding special counsel retention (.2).	Molison, Stacy L.	2.60	1,469.00
17-May-2012	Meet with S. Molison regarding special counsel retention.	Princi, Anthony	0.20	195.00

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17-May-2012	Review, revise and draft MoFo and Centerview retention applications.	Wishnew, Jordan A.	1.50	1,020.00
18-May-2012	Research related to payment of professionals under Section 363.	Crespo, Melissa M.	2.10	798.00
18-May-2012	Meet with S. Molison regarding special retention of Dorsey.	Lee, Gary S.	0.10	97.50
18-May-2012	Meet with G. Lee regarding special retention of Dorsey (.1); email to Dorsey regarding retention application (.2).	Molison, Stacy L.	0.30	169.50
18-May-2012	Prepare information for initial contact with PricewaterhouseCoopers regarding bankruptcy and case administration (.3); emails (multiple) with PwC regarding conflicts checks and retention procedures (.4).	Newton, James A.	0.70	311.50
18-May-2012	Correspond with M. Horowitz on Rubenstein retention application and coordinate drafting of other professional applications.	Wishnew, Jordan A.	0.60	408.00
19-May-2012	Email to Orrick regarding retention application.	Molison, Stacy L.	0.20	113.00
20-May-2012	Draft the Mercer retention application.	Moss, Naomi	0.90	454.50
21-May-2012	Prepare draft affidavit in support of PWC application for J. Newton.	Kline, John T.	1.50	442.50
21-May-2012	Call with D. Felder regarding completion of Orrick retention application (.1); email to D. Felder and K. Crost regarding same (.1); email with J. Wishnew regarding timeline for retention applications for special counsel (.1); email with J. Wishnew regarding comments to FTI retention application (.2); email to M. Bernstein regarding information needed for FTI retention application (.2); emails to J. Bender regarding timeline for BABC retention application and billing arrangement (.2); email to J. Langdon regarding timeline for Dorsey retention application (.1); email to D. Beck regarding timeline for Carpenter Lipps retention application (.1); email to E. Richards regarding responses to internal conflicts inquiry (.2); email to N. Moss regarding retention applications and anticipated filing date (.1).	Molison, Stacy L.	1.40	791.00
21-May-2012	Continue to draft the Mercer retention application (2.8); revise Mercer retention application per J. Wishnew's comments (.8); further revise Mercer retention application per J. Wishnew's comments (1.0); draft Rubenstein retention application (.7); revise Rubenstein retention application (.7); review engagement letter and indemnity agreement (.9); continue to draft Rubenstein retention application (1.2).	Moss, Naomi	8.10	4,090.50

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21-May-2012	Coordinate initial draft of PwC retention affidavit (.2); update J. Wishnew on status of PwC fee application, affidavit and talks with PwC personnel (.1); address inquiries from J. Wishnew regarding potential need to retain KPMG (.2); draft additional sections for PwC retention application (.6); review and revise PwC retention application and affidavit (.9); update exhibits to PwC retention application (.3).	Newton, James A.	2.30	1,023.50
21-May-2012	Revise Centerview retention application and correspondence with R. Kielty regarding same (.5); revise MoFo retention application (2.2); review and revise exhibits thereto (2.2).	Richards, Erica J.	4.90	2,915.50
21-May-2012	Review and revise Mercer application (.5); review MoFo application (.2); review Rubenstein application (.1); review details of Bradley Arant engagement including discussions with N. Moss relating thereto (.3).	Wishnew, Jordan A.	1.10	748.00
22-May-2012	Update interim compensation order including research on fee examiners.	Guido, Laura	2.40	672.00
22-May-2012	Review BABC alternative fee arrangement (.3); email with J. Wishnew regarding same (.2); call with J. Wishnew and BABC regarding completion of retention application and alternative fee arrangement (.5); call with BABC regarding conflicts (.1); call with D. Felder regarding completion of Orrick retention application (.2); email with J. Wishnew regarding conflicts list (.2).	Molison, Stacy L.	1.50	847.50
22-May-2012	Emails with Client and PwC regarding potential retention of PwC and Hudson Cook (.2); revise PwC retention affidavit (.3); revise proposed PwC retention order (.3).	Newton, James A.	0.80	356.00
22-May-2012	Revise MoFo retention application (1.1); revise Centerview retention application (.3); draft Fortace retention application (2.2).	Richards, Erica J.	3.60	2,142.00
22-May-2012	Review and revise MoFo, CVP and Rubenstein retention applications (1.8); call with B. Arant on details of fixed fee arrangement (.4); call with Mercer and J. Newton on details of retention application (.2); correspond with FTI on additional professional retentions (.1). Call with S. Molison regarding completion of retention application and alternative fee arrangement (.5).	Wishnew, Jordan A.	3.00	2,040.00
23-May-2012	Review E. Richards comments to MoFo and Centerview retention papers.	Marinuzzi, Lorenzo	0.80	692.00
23-May-2012	Call with M. Bernstein regarding FTI retention application (.3); email with M. Bernstein and J. Wishnew regarding same (.2); call with D. Felder regarding Orrick retention application (.2); email with J. Wishnew regarding conflict list (.2).	Molison, Stacy L.	0.90	508.50
23-May-2012	Revise the Rubenstein retention application.	Moss, Naomi	0.30	151.50
23-May-2012	Email with PwC regarding the status of their conflicts check and questions related to their retention.	Newton, James A.	0.20	89.00

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23-May-2012	Review draft of Fortace's engagement letter (.3); email exchanges with G. Lee and J. Levitt regarding same (.3); email exchanges with J. Levitt regarding issues with Fortace's retention (.7).	Princi, Anthony	1.30	1,267.50
23-May-2012	Meet with L. Marinuzzi to discuss comments to MoFo and Centerview retention applications (.4); revise MoFo retention application (1.4); revise Centerview retention application (.5).	Richards, Erica J.	2.30	1,368.50
23-May-2012	Address retention issues with counsel for Mercer (.3); review Deloitte engagement letter (.2); address conflict query from FTI (.2); respond to conflict queries related to MoFo application (.2); review status of remaining 327/328 applications (.4); review client's draft OCP list (.4); review and revise Rubenstein retention application (.4).	Wishnew, Jordan A.	2.10	1,428.00
24-May-2012	Review chapter 11 cases for precedent on auditor retention.	Guido, Laura	1.20	336.00
24-May-2012	Review materials prepared by Centerview regarding success fee/transaction fee, correspondence regarding same (.7); call with W. Nolan (FTI) regarding status of FTI retention papers and review (.5).	Marinuzzi, Lorenzo	1.20	1,038.00
24-May-2012	Email to M. Bernstein regarding FTI retention application (.1); email with D. Felder regarding Orrick retention application (.2); email with J. Wishnew regarding FTI retention application and 327(e) retentions (.3); review and comment on draft retention application for Carpenter Lipps (2.5); review and comment on draft retention application for Orrick (1.4); email to J. Wishnew regarding same (.2).	Molison, Stacy L.	4.70	2,655.50
24-May-2012	Respond to email from Foreclosure Review counsel (Hudson Cook and Pepper Hamilton) regarding their retention in the bankruptcy cases (.2) and FTI regarding payment history of Foreclosure Review Counsel (.1); update conflicts list to reflect formation of the Committee and selection of counsel (.2) and circulate to Hudson Cook and Pepper Hamilton (.1); email (multiple) with Donna McFadden (Company) regarding Pepper Hamilton and Hudson Cook retention (.3).	Newton, James A.	0.90	400.50
24-May-2012	Revise Centerview retention application (.9); revise MoFo retention application (1.4).	Richards, Erica J.	2.30	1,368.50
24-May-2012	Consult with M. Horowitz on Rubenstein application (.3); address questions related to Mercer application (.3); follow up with FTI concerning parties-in-interest (.3); address questions from 327(e) counsel (.3).	Wishnew, Jordan A.	1.20	816.00
25-May-2012	Emails with E. Richards regarding MoFo retention application and language for affidavit on other cases.	Freimuth, Renee L.	0.30	199.50

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25-May-2012	Review draft Carpenter Lips retention application (.5); review draft FTI retention papers (.6); correspondence to/from B. Nolan regarding FTI papers (.4); review and revise MoFo disclosure affidavit (.4).	Marinuzzi, Lorenzo	1.90	1,643.50
25-May-2012	Further revise Carpenter Lipps retention application (.2); email with L. Marinuzzi and J. Wishnew regarding same (.2); review draft retention application for Dorsey (.8); email with D. Felder (Orrick) regarding comments to retention application and timing for filing same (.2).	Molison, Stacy L.	1.40	791.00
25-May-2012	Review and revise the Mercer retention application.	Moss, Naomi	0.50	252.50
25-May-2012	Revise Mercer retention application.	Moss, Naomi	1.40	707.00
25-May-2012	Call with L. Marinuzzi and E. Richards regarding comments to MoFo retention application.	Nashelsky, Larren M.	0.30	292.50
25-May-2012	Review emails (multiple) from PwC regarding retention (.5); review and revise draft retention affidavit for PwC (.3); call with A. Clark Smith (PwC) regarding retention information (.3); follow-up emails (x3) with A. Clark Smith (.3); revise PwC retention application in accordance with comments from PwC (.5).	Newton, James A.	1.90	845.50
25-May-2012	Call with L. Marinuzzi and L. Nashelsky regarding comments to MoFo retention application (.3); revise and finalize MoFo retention application for review by UST (1.5); revise and finalize Centerview retention application for review by UST (1.3).	Richards, Erica J.	3.10	1,844.50
25-May-2012	Review and discuss retention information provided by Rubenstein (.3); assist with preparation of MoFo retention application (.4).	Wishnew, Jordan A.	0.70	476.00
26-May-2012	Review and edit retention application, proposed order and affidavit for Dorsey & Whitney (3.3); review and revise retention application, proposed order and affidavit for FTI (2.0); email to L. Marinuzzi and J. Wishnew regarding same (.2).	Molison, Stacy L.	5.50	3,107.50
26-May-2012	Review and revise draft affidavit returned by PwC internal bankruptcy staff (.9); update and revise PwC retention application in accordance with updated PwC affidavit (1.3).	Newton, James A.	2.20	979.00
26-May-2012	Revise and provide comments on FTI & Dorsey retention applications (.7); review Orrick retention (.3).	Wishnew, Jordan A.	1.00	680.00
28-May-2012	Further revise Carpenter Lipps retention application (.4); revise Dorsey & Whitney retention application (1.5); revise FTI retention application (.3); email to L. Marinuzzi regarding draft retention application for Orrick (.3); email with J. Wishnew regarding status of retention applications (.2).	Molison, Stacy L.	2.70	1,525.50
28-May-2012	Prepare form of Hudson Cook (.4) and Pepper Hamilton (.2) retention application.	Newton, James A.	0.60	267.00

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28-May-2012	Correspondence with KPMG on retention application (.2); review and provide J. Newton with comments on PwC draft application (.6).	Wishnew, Jordan A.	0.80	544.00
29-May-2012	Email with J. Bender regarding retention application for BABC (.2); call with J. Wishnew regarding same (.2); review and comment on BABC retention application, affidavit and proposed order (4.3); email with D. Beck regarding Carpenter Lipps retention application (.2); email to T. Kelly regarding Dorsey retention application (.1); email to D. Felder regarding Orrick retention application (.1); email with FTI regarding requested fixed fees (.3).	Molison, Stacy L.	5.40	3,051.00
29-May-2012	Revise Rubenstein retention application.	Moss, Naomi	1.60	808.00
29-May-2012	Revise PwC Retention Application in accordance with comments from J. Wishnew (.4); prepare and circulate email to D. McFadden (ResCap) regarding Hudson Cook and Pepper Hamilton retention documents (.2); email with A. Clark Smith regarding PwC engagement letter issues (.2); draft cover email regarding questions and comments on draft affidavit and retention application for PwC (.5); call with A. Clark Smith regarding PwC engagement letter issues (.2); review responses and redline of retention affidavit from PwC (.4); discuss PwC retention issues with L. Marinuzzi (.2) and L. Nashelsky (.2).	Newton, James A.	2.30	1,023.50
29-May-2012	Assist J. Newton with PwC retention application (.2); assist S. Molison and N. Moss with preparation of other 327 professional applications (.8); address client's questions related to PwC and D&T retentions (.2).	Wishnew, Jordan A.	1.20	816.00
30-May-2012	Review FTI engagement proposal with L. Nashelsky and L. Marinuzzi (.5) and correspondence with W. Nolan regarding same (.2).	Goren, Todd M.	0.70	507.50
30-May-2012	Draft KCC 327 retention application.	Guido, Laura	0.30	84.00
30-May-2012	Review and revise FTI retention papers (.9); call and correspondence with W. Nolan (FTI) regarding retention terms (.4); review and revise Dorsey & Whitney retention papers (.4).	Marinuzzi, Lorenzo	1.70	1,470.50
30-May-2012	Call with D. Beck regarding comments to Carpenter Lipps retention application (.1); review comments to FTI retention application (.2); call with L. Marinuzzi and FTI regarding same (.3); follow-up call with J. Wishnew regarding same and timing for hearing on retention applications (.1); email to L. Marinuzzi regarding comments to BABC retention application (.2); further edit FTI retention application and affidavit (.8); email to L. Marinuzzi regarding same (.1); email to M. Bernstein regarding same (.1); further edit Dorsey retention application, affidavit and proposed order (1.0); email to T. Kelly regarding same (.1).	Molison, Stacy L.	3.00	1,695.00

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30-May-2012	Review and revise the Rubenstein retention application.	Moss, Naomi	1.90	959.50
30-May-2012	Prepare for and participate in call with PWC and counsel regarding retention of PWC as required by Consent Order (.8); review 327 v. 363 regarding same (.3).	Nashelsky, Larren M.	1.10	1,072.50
30-May-2012	Call with L. Marinuzzi, L. Nashelsky, A. Clark Smith (PwC) and PwC's counsel regarding FRB Consent Order and PwC retention issues.	Newton, James A.	0.60	267.00
30-May-2012	Review Rubenstein retention application and address ordinary course matters.	Wishnew, Jordan A.	0.50	340.00
31-May-2012	Continue drafting KCC 327 retention application.	Guido, Laura	2.20	616.00
31-May-2012	Call with J. Wishnew regarding 327(e) retention applications and timing for filing same (.1); follow-up emails with J. Wishnew regarding same (.2); call with D. Felder regarding Orrick retention application (.1).	Molison, Stacy L.	0.40	226.00
31-May-2012	Prepare email update to Hudson Cook and Pepper Hamilton regarding status of retention applications (.3); review information for call with the Fed regarding retention of foreclosure review professionals (.2).	Newton, James A.	0.50	222.50
31-May-2012	Correspond with retained professionals regarding submission of retention applications.	Wishnew, Jordan A.	0.40	272.00
<b>Total: 007</b>	<b>Fee/Employment Applications</b>		<b>112.50</b>	<b>62,622.00</b>

#### Financing

14-May-2012	Review proposed changes to legal opinion and comment on same (.7); meeting with G. Peck regarding closing process and conditions precedent (.8); meeting with J. Pierce regarding schedule (.3).	Dopsch, Peter C.	1.80	1,530.00
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14-May-2012	Revise Interim Order for AFI/Notes DIP/cash collateral motion (.6); correspondence with Kirkland regarding same (.2); review and analysis of revisions to Barclays Interim Order (.4); compare provisions in concise statement in Barclays DIP motion to provisions in revised Interim Order (1.1); revise concise summary for Barclays DIP motion (2.2); calls (2x) with J. Hofer regarding Barclays DIP motion (.2); correspondence with Skadden and MoFo teams regarding issues on credit agreement (.4); revise background section to Barclays DIP motion to incorporate recent changes to Whitlinger affidavit (1.4); review and revise Puntus declaration in support of DIP motions (.6); meeting with M. Puntus regarding same (.2); revise summary of financing motions for Whitlinger affidavit (1.7); correspondence with Skadden and Kirkland regarding DIP Interim Orders (.7); prepare exhibits to Barclays DIP motion for filing (.6); review concise statement in AFI/Notes DIP/cash collateral motion for compliance with Local Rules (.9); revise background section to AFI/Notes DIP/cash collateral motion to incorporate recent changes to Whitlinger affidavit (1.3); review and analysis of revisions to AFI/Notes DIP/cash collateral Interim Order (.3); prepare script for presentation to Court regarding Barclays DIP financing, AFI DIP financing, and cash collateral motions (2.5); prepare comments to Barclays DIP Interim Order (.4).	Martin, Samantha	15.70	9,341.50
14-May-2012	Call with Skadden regarding credit agreement comments (2.0); review closing deliverables (2.5); call with Skadden regarding deliverables (1.5); review forward purchase agreement and related Ginnie Mae origination documents (1.5); review hedging issues (2.0); calls regarding hedging issues (2.0); review security agreements (1.5); discuss licensing and trust issues with client and Skadden (1.0); finalize documents (1.0); review DIP motions and provide comments (2.0); draft funding documents (1.0); discuss closing conditions internally (1.0).	Peck, Geoffrey R.	19.00	13,015.00
14-May-2012	Retrieve provisions from Credit Agreement for review (2.0); correspond with counsel to lenders (3.0); revise schedules to Credit Agreement (1.7); revise Perfection Certificate (4.0); revise legal opinion (4.0); coordinate signing process (4.4).	Pierce, Joshua C.	19.10	9,645.50

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14-May-2012	E-mail to T. Bundrandt regarding Ally Repo payoff letter (.1); coordinate internally regarding outstanding issues on DIP documents (1.2); call with J. Pierce, G. Peck & Skadden regarding open issues/status on DIP facility (.6); coordinate with A. Madori regarding signatures from Barclays to DIP documents (.3); e-mail to Skadden regarding signatures to DIP documents (.1); e-mails to S. Martin regarding bankruptcy orders needed for DIP agreement, e-mails to distribution regarding same (.3); e-mails to A. Madori regarding DACA's, consents (.2); meet with G. Peck, J. Pierce regarding open issues (.6); e-mail to Skadden regarding opinions and revise opinion same to J. Mink (.6); review Barclays' signatures to documents (.1); call with S. Martin regarding bankruptcy orders (.1); coordinate with A. Madori regarding signatures to DIP documents (.2); revise Schedule 1.01C to DIP Agreement, perfection certificate regarding senior management; same to distribution (.5); coordinate with J. Pierce regarding schedules (.2); coordinate internally regarding allocation of closing matters (.3); preparation of schedules for closing of DIP Facility (1.0), e-mails to J. Pierce, G. Peck regarding same (1.6).	Tymann, Lisa D.	7.00	4,725.00
15-May-2012	Attend meeting with CMG group to discuss open items relating to purchase agreements, DIP agreement and related schedules and exhibits (1.4); review DIP schedules and related DIP documents (.7); call with client and Skadden to discuss open items (1.0).	Beck, Melissa D.	3.10	2,061.50
15-May-2012	Review of status of condition precedent documents for DIP credit agreement (.5); discussion with G. Peck regarding same (.3); meeting with J. Pierce regarding opinion issues (.2); further review of additional changes to opinion (.7); finalize opinion and discuss due diligence review for opinion with J. Pierce (.5); discussion with G. Peck regarding same (.1).	Dopsch, Peter C.	2.30	1,955.00
15-May-2012	Revise Barclays DIP Interim Order (.5); call with J. Baron (Skadden) regarding Barclays DIP Interim Order (.6); correspondence with Kirkland and Skadden regarding same (.4); further revise same (.9); various meetings with L. Nashelsky, T. Goren, L. Marinuzzi regarding revisions to DIP and cash collateral orders (.7); update Barclays DIP Interim Order to include US Trustee's language (.3); review final draft Barclays DIP Interim Order (.6); calls (2x) with Judge Glenn's clerks regarding orders issues(.1); correspondence with US Trustees and clerks regarding revised orders (.4); correspondence with G. Peck, L. Tymann and J. Pierce regarding deliverables under credit agreement and DIP and cash collateral orders entered (.5); correspondence with N. Evans regarding DIP and cash collateral orders entered (.3).	Martin, Samantha	5.30	3,153.50

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15-May-2012	Review comments to opinions (1.9); discuss opinion comments with P. Dopsch and L. Tymann (1.0); review DIP schedule issues with J. Pierce and Skadden (1.0); review Ginnie Mae letter (.3); review DIP for relevant provisions regarding Ginnie Mae letter (1.0); discuss Ginnie Mae letter with Skadden (0.5); discuss Ginnie Mae letter with client (0.5); review Ally pay off documents (1.0); discuss Custodial Agreement with Skadden (0.5); closing call with Skadden (0.5); review revised custodial agreement; (1.0); review revisions to credit agreement (2.5); review closing deliverables (2.5); discuss closing deliverables with J. Pierce (1.0).	Peck, Geoffrey R.	15.20	10,412.00
15-May-2012	Correspond with counsel to lenders (1.0); revise schedules to Credit Agreement (2.5); revise Perfection Certificate (2.7); revise legal opinion (6.0); coordinate signing process (2.0).	Pierce, Joshua C.	14.20	7,171.00
15-May-2012	Review Opinion letter regarding DIP Financing.	Rosenbaum, Norman S.	0.80	640.00
15-May-2012	Advise J. Whitlinger concerning his letter to Barclays relating to the DIP presentation (1.3); review and sign off on the final Barclays syndication materials (1.8); respond to call from T. Marano on DIP progress (.3); analyze disclosure issues regarding the DIP presentation (.9).	Tanenbaum, James R.	4.30	4,278.50

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15-May-2012	Coordinate signature page to secretary's certificate, same to Skadden, e-mails to A. Madori, L. Guido (.3); e-mails to G. Peck regarding MoFo opinion letter; revise MoFo opinion letter (1.5); execute board resolutions to Skadden (.1); coordinate with P. Dopsch regarding MoFo opinion (.4); e-mail to M. Al-Najjib regarding: comment to resolutions for ResCap (.1); comments to opinion to N. Rosenbaum for review of bankruptcy-related language (.1); coordinate with A. Madori regarding secretary's certificate (.2); call regarding status with G. Peck, J. Pierce & Skadden(.3); coordinate with J. Pierce regarding revisions to MoFo opinion (.3); coordinate with G. Peck regarding revisions to MoFo and ResCap in-house opinions (.4); include schedules, exhibits to MoFo opinion (.5); call with S. Martin regarding bankruptcy orders to be attached to DIP agreement (.1); revise ResCap in-house opinion (1.4); forward ResCap in-house opinion to P. Dopsch & G. Peck for review (.1); further revise MoFo opinion per P. Dopsch's comments, call with P. Dopsch regarding same (.6); ResCap in-house opinion to T. Hamzehpour (.1); ResCap in-house opinion to Skadden (.1); further revise ResCap in-house opinion, same to distribution (.4); revised MoFo opinion to P. Dopsch, G. Peck & J. Pierce for review (.1); coordinate with J. Pierce regarding opinions (.3); further revise ResCap in-house opinion (.3); coordinate with G. Peck regarding ResCap in-house opinion, ResCap in-house opinion to distribution (.4); e-mail to T. Hamzelpour regarding: ResCap in-house opinion (.1); e-mails to J. Pierce regarding: Ally Repo termination letter, phone call to J. Pierce regarding same (.3); coordinate with J. Pierce regarding preparation of certificates, schedules, for DIP closing, e-mails to J. Pierce regarding same (.9).	Tymann, Lisa D.	9.40	6,345.00
16-May-2012	Review and revise opinion regarding final changes (.8); follow up on due diligence review of docket (.3); meeting with G. Peck regarding closing conditions (.2); participate in closing call (.7).	Dopsch, Peter C.	2.00	1,700.00
16-May-2012	Participate on DIP closing call (.7); review 8th amendment to AFI LOC (.8) and discuss with T. Kelly regarding same (.3).	Goren, Todd M.	1.80	1,305.00
16-May-2012	Coordinate service of DIP documentation per J. Pierce.	Madori, Andrea M.	0.50	142.50
16-May-2012	Review and revise motion and order to file unredacted fee letters under seal (.2); correspondence with S. Molison and Skadden regarding same (.1).	Martin, Samantha	0.30	178.50
16-May-2012	Participate in closing call with all parties (.4); review revisions to Credit Agreement (2.0); discuss credit agreement revisions with client (.5); discuss direction letter with FTI (.1); call with FTI regarding net outflows (.5); discuss BMMZ interest payment with client (.4).	Peck, Geoffrey R.	3.90	2,671.50

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16-May-2012	Prepare legal opinions for closing (2.4); coordinate documents sign off with opposing counsel (.4); attend to post-closing matters (1.7).	Pierce, Joshua C.	4.50	2,272.50
16-May-2012	Assist J. Pierce and G. Peck with finalizing legal opinion in support of DIP financing.	Richards, Erica J.	0.20	119.00
16-May-2012	Coordinate with G. Peck regarding closing of DIP facility, DIP Facility closing call.	Tymann, Lisa D.	0.50	337.50
17-May-2012	Process and submit invoice for judgment lien searches.	Chong, Meiling	0.10	27.50
17-May-2012	Review final DIP documents (1.7); call and correspondence with Skadden and JPM regarding release of money from GSAP accounts (.5); meet with H. Anderson regarding DIP issues (.4); correspondence with treasury team regarding DB letter regarding bond payment (.2).	Goren, Todd M.	2.80	2,030.00
17-May-2012	Revise Citibank cash collateral interim order.	Martin, Samantha	0.50	297.50
17-May-2012	Review origination order and Master Purchase Agreement to respond to questions about Net Outflows test under DIP (1.0); review purchase agreement regarding cash accounts (.6); discuss trust with client (.2); review JPM/BONY direction letter and discuss with T. Goren (.2).	Peck, Geoffrey R.	2.00	1,370.00
17-May-2012	Follow up regarding post-closing matters.	Pierce, Joshua C.	0.80	404.00
18-May-2012	Meeting regarding wire transfers with G. Peck in connection with closing of DIP transaction.	Dopsch, Peter C.	0.50	425.00
18-May-2012	Meeting with K&E and Skadden regarding notice of final DIP/free and clear findings (.6); discussion with team regarding preparation of summary for client regarding key restrictions in DIP documents (.5).	Goren, Todd M.	1.10	797.50
18-May-2012	Call with J. Pierce regarding Barclays DIP covenants (.1); review and analysis of Barclays DIP interim order (1.0); prepare memorandum regarding same (2.1).	Martin, Samantha	3.20	1,904.00
18-May-2012	Discuss forward agreement with Ally (.5); review DIP for post-closing items and draft deliverables chart and confer with P. Dopsch regarding wire transfers relating thereto (2.0); review BMMZ account transfer issues. (1.2)	Peck, Geoffrey R.	3.70	2,534.50
18-May-2012	Draft DIP related timeline of post-closing deliverables (3.2); attend to post-closing matters including call with S. Martin regarding Barclays DIP covenants (.1).	Pierce, Joshua C.	3.30	1,666.50
18-May-2012	E-mails to J. Pierce regarding payoff of BMMZ/Ally Repo facility, release of liens.	Tymann, Lisa D.	0.20	135.00
18-May-2012	Follow up on client query related to BMMZ payoff (.2); draft BACA for LOC-related account (.3).	Wishnew, Jordan A.	0.50	340.00

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19-May-2012	Review and revise memorandum to client regarding DIP financing obligations (.7); meet with K. Ziman regarding DIP issues (.2).	Goren, Todd M.	0.90	652.50
19-May-2012	Draft summary of covenants for purposes of compliance with DIP Credit Agreement.	Pierce, Joshua C.	4.10	2,070.50
20-May-2012	Correspondence with Ruhlin regarding BMMZ accounts.	Goren, Todd M.	0.20	145.00
20-May-2012	Discuss account structure and withdrawals with client.	Peck, Geoffrey R.	0.40	274.00
20-May-2012	Respond to client's query related to BMMZ facility.	Wishnew, Jordan A.	0.20	136.00
21-May-2012	Review draft LOC amendment (.7); call with K&E/MB regarding same (.8); review proposed language for same with T. Kelley (.5); review DIP sealing order (.3); review Nora objection to interim DIP orders (.4).	Goren, Todd M.	2.70	1,957.50
21-May-2012	Prepare draft notice of amended credit agreement for S. Martin.	Kline, John T.	0.70	206.50
21-May-2012	Discuss true sale issues with T. Goren (.2); review and analyze true sale case law (1.0).	Martin, Samantha	1.20	714.00
21-May-2012	Review mortgage transfer agreements (.3); discuss mortgage transfer agreements with client (.4).	Peck, Geoffrey R.	0.70	479.50
21-May-2012	Review and revise summary of covenants for purposes of compliance with DIP Credit Agreement (2.0); follow up regarding post-closing matters (.7).	Pierce, Joshua C.	2.70	1,363.50
22-May-2012	Review proposed findings in DIP Order regarding true sale/free and clear (.8) and call with K. Ziman regarding same (.5); correspondence/calls with J. Ruhlin and H. Anderson regarding DIP/CC issues (.4).	Goren, Todd M.	1.70	1,232.50
22-May-2012	Prepare notice of revised credit agreement (.4); correspondence with J. Pierce and L. Guido regarding same (.1); correspondence with Skadden regarding same (.1).	Martin, Samantha	0.60	357.00
22-May-2012	Discussions with T. Goren regarding findings for Barclays DIP final order (.3); discussions with J. Ruhlin regarding DIP/CC reporting issues (.4).	Nashelsky, Larren M.	0.70	682.50
22-May-2012	Review amendment to forward sale agreement (.7); discuss amendment to forward sale with D. Kaufman (.1); discuss forward agreement amendment with J. Farnsworth (.2); discuss amendment to forward agreement with L. Nees (.2); review DIP regarding restrictions on forward sale agreement transactions (.4); review emails from Skadden regarding Barclays' required restrictions on forward sales (.2); review servicing covenants in DIP (.4); emails with H. Anderson regarding mortgage loan modifications (.2); review Skadden comments to forward amendment (.4); emails with D. Linley regarding Skadden comments to forward amendment (.2); discuss net outflows test with J. Ruhlin (.3); discuss net outflows calculation with Skadden (.2).	Peck, Geoffrey R.	3.50	2,397.50

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22-May-2012	Correspond with various counsel regarding Servicer Acknowledgement Letters and Letters to MBS Trustees (1.0); review Letter to MBS Trustees (.3).	Pierce, Joshua C.	1.30	656.50
23-May-2012	Call with K. Ziman and R. Schrock regarding DIP findings (.5) and correspondence regarding same (.3); calls and correspondence with Treasury team regarding DIP/Committee reporting requirements (.9) and review documents regarding same (.5); meet with A. Margolis regarding reporting issues (.3); review deposit account control issues with J. Wishnew (.2); review and revise language for notice of commencement regarding DIP (.2).	Goren, Todd M.	2.90	2,102.50
23-May-2012	Prepare for (.4) and participate on conference call with K. Ziman (Skadden), R. Schrock (Kirkland) and T. Goren regarding notice of commencement, free and clear sales, and true sale (.5); correspondence with Citibank regarding final cash collateral order (.1); correspondence with AFI regarding final DIP order (.1); conference call with T. Kelley (Dorsey), J. Ruckdaschel (ResCap) and T. Goren regarding Ginnie Mae loans (.3); prepare "free and clear" language for notice of commencement (.3); correspondence with N. Moss and T. Goren regarding same (.3); correspondence with Skadden and AFI regarding same (.3).	Martin, Samantha	2.30	1,368.50
23-May-2012	Call with C. Clark regarding state tax issues.	Moss, Naomi	0.20	101.00
23-May-2012	Review variance reporting requirements in DIP (.6); discuss variance reporting with J. Ruhlin (.3); discuss compliance certificate with H. Anderson (.3).	Peck, Geoffrey R.	1.20	822.00
23-May-2012	Correspond with various counsel regarding Servicer Acknowledgement Letters and Letters to MBS Trustees.	Pierce, Joshua C.	0.70	353.50
24-May-2012	Review updated drafts of LOC DIP amendment (.9); call and correspondence with T. Kelly and company regarding same (.7); correspondence with A. Grossi regarding same (.3); call with J. Ruhlin (.2) and correspondence with financing parties regarding budget reporting issue (.3).	Goren, Todd M.	2.40	1,740.00
24-May-2012	Correspondence regarding DIP notice parties (.2); call with A. Barrage and T. Goren regarding same (.1); call with M. Pezold (Skadden) regarding Fannie and Freddie acknowledgements (.1).	Martin, Samantha	0.40	238.00
24-May-2012	Review DIP regarding forward sale (.3); discuss forward sale restriction in DIP with J. Farnsworth and D. Linney (.2); review revised amendment to forward (.2).	Peck, Geoffrey R.	0.70	479.50
25-May-2012	Call with company (.3) and K&E/MB regarding LOC DIP amendment (.4); review updated drafts of DIP amendment (.6); correspondence with financing counterparties regarding budget reporting (.3).	Goren, Todd M.	1.60	1,160.00

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25-May-2012	Review and analyze transcript in Borders case (.6); correspondence with counsel for AFI and Citibank regarding same (.2).	Martin, Samantha	0.80	476.00
25-May-2012	Review LOC DIP amendment (.2); discussions with T. Goren regarding same (.4).	Nashelsky, Larren M.	0.60	585.00
29-May-2012	Review cash management order and correspondence with BofA regarding same (.4) and call with S. Talmage (BofA counsel) regarding same (.3).	Goren, Todd M.	0.70	507.50
29-May-2012	Review net offtake calculations in DIP (.5); review client's proposed net off take calculation spreadsheet (.3); discuss net off take calculations with J. Ruhlin (.4); revise MSFTA (.4); discuss revision to MSFTA with Ally and ResCap (.5); discuss compliance certificate delivery with April financials with Skadden and H. Anderson (.4); discuss trust formation with Skadden (.3).	Peck, Geoffrey R.	2.80	1,918.00
29-May-2012	Correspond with counsel to unsecured creditors regarding DIP closing documents (1.0); draft Secretary's Certificate for additional signatories (.5).	Pierce, Joshua C.	1.50	757.50
30-May-2012	Call with Company regarding reporting issues (.7); review and revise notice regarding AFI DIP (.2); correspondence with Barclays and Ally regarding MSFTA amendment (.5).	Goren, Todd M.	1.40	1,015.00
30-May-2012	Prepare notice of filing of additional amendment to AFI DIP Motion (.3); correspondence with Kirkland and Mayer Brown regarding same (.1); revise notice and prepare for filing (.1).	Martin, Samantha	0.50	297.50
30-May-2012	Discuss compliance certificate with Skadden (.3); discuss forward amendment with Skadden (.8); discuss MSFTA amendment with client (.8).	Peck, Geoffrey R.	1.90	1,301.50
30-May-2012	Draft additional secretary's certificate and incumbency (1.4); circulate same to client (.1).	Pierce, Joshua C.	1.50	757.50
31-May-2012	Correspondence (.2) and call with Kramer Levin (.8) regarding DIP issues.	Goren, Todd M.	1.00	725.00
31-May-2012	Correspondence with T. Meerovich regarding cash reporting issues (.4); correspondence with R. Newman regarding interest payment question (.2).	Goren, Todd M.	0.60	435.00
31-May-2012	Call with K. Chin (Kramer), S. Zide (Kramer) and T. Goren regarding DIP issues and Committee questions.	Martin, Samantha	0.80	476.00
31-May-2012	Discussions with K. Ziman regarding final DIP hearing (.3); discussions with M. Puntus regarding same (.3).	Nashelsky, Larren M.	0.60	585.00
31-May-2012	Discuss MSFTA amendment with L. Nees, D. Linley and J. Farnsworth (.8); review DIP amendment regarding TBA securities (.4); coordinate signing of MSFTA amendment (.2); work on signing of DIP amendment (.2).	Peck, Geoffrey R.	1.60	1,096.00

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31-May-2012	Review DIP Credit Agreement for provisions relating to transfer of servicing rights (1.0); correspond with company regarding Secretary's Certificate (.8).	Pierce, Joshua C.	1.80	909.00
<b>Total: 009</b>	<b>Financing</b>		<b>201.70</b>	<b>128,463.00</b>

#### **Plan, Disclosure Statement and Confirmation Matters**

16-May-2012	Review ResCap 2011 audited financials in preparation for draft disclosure statement (.5); prepare disclosure statement TOC and introductory sections (3.0).	Barrage, Alexandra S.	3.50	2,432.50
17-May-2012	Draft Settlement Agreement descriptions (3.5); and disclosure statement introduction (3.0); discussion with J. Newton regarding integration of settlement information into plan and disclosure statement (.2).	Barrage, Alexandra S.	6.50	4,517.50
17-May-2012	Email with J. Levitt and C. Whitney regarding Plan Disclosure Statement.	Clark, Daniel E.	0.40	238.00
17-May-2012	Discuss integration of settlement information into plan and disclosure statement with A. Barrage.	Newton, James A.	0.20	89.00
17-May-2012	Review and analysis of settlement agreement and claims analysis for disclosure statement.	Whitney, Craig B.	1.00	685.00
18-May-2012	Draft introductory sections to disclosure statement (1.5); review plan support agreements and related plan term sheet (1.0).	Barrage, Alexandra S.	2.50	1,737.50
18-May-2012	Email with J. Levitt regarding Plan Disclosure Statement and discuss with J. Newton regarding same (.3); draft insert for Plan Disclosure Statement regarding litigations against Debtor entities (2.3).	Clark, Daniel E.	2.60	1,547.00
18-May-2012	Review and revise disclosure statement section regarding litigations.	Levitt, Jamie A.	1.10	962.50
18-May-2012	Discuss disclosure statement requirements with D. Clark (litigation) related to preparation of settlement information for disclosure statement.	Newton, James A.	0.20	89.00
20-May-2012	Email with J. Levitt and C. Whitney regarding Plan Disclosure Statement (.3); draft insert for Plan Disclosure Statement regarding litigations against Debtor entities (2.5).	Clark, Daniel E.	2.80	1,666.00
21-May-2012	Call with C. Whitney, J. Newton, and D. Clark regarding task list items related to motions to approve plan support agreements, and related disclosure statement issues (.4); call with J. Newton regarding preparation of PSA motions related to RMBS settlement (.1); email J. Wishnew and S. Martin regarding disclosure statement drafting tasks (.1); draft Article 2 section of disclosure statement (2.9).	Barrage, Alexandra S.	3.50	2,432.50
21-May-2012	Review Ally global settlement and related exhibits for purposes of drafting disclosure statement.	Barrage, Alexandra S.	5.00	3,475.00

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21-May-2012	Call with A. Barrage, C. Whitney, and J. Newton regarding Plan Disclosure Statement and outstanding tasks (.4); draft insert for Plan Disclosure Statement regarding litigations against Debtor entities (.7).	Clark, Daniel E.	1.10	654.50
21-May-2012	Call with A. Barrage regarding settlement motion disclosure statement discussion (.2); call with A. Barrage and C. Whitney regarding the same (.4).	Newton, James A.	0.60	267.00
21-May-2012	Call with A. Barrage, D. Clark and J. Newton regarding disclosure statement items.	Whitney, Craig B.	0.40	274.00
22-May-2012	Call with N. Rosenbaum regarding structure of disclosure statement (.7); email G. Lee regarding planning call on disclosure statement and plan (.2); discussion with L. Nashelsky regarding disclosure statement structure and content (.8); review bankruptcy court decision on scope of third party releases (.6); call with N. Rosenbaum regarding same (.2); draft disclosure statement sections on plan settlement, releases, and exculpation (3.3).	Barrage, Alexandra S.	5.80	4,031.00
22-May-2012	Discussion with L. Nashelsky regarding plan structure.	Goren, Todd M.	0.50	362.50
22-May-2012	Correspondence with N. Rosenbaum and A. Barrage regarding disclosure statement.	Martin, Samantha	0.20	119.00
22-May-2012	Discussions with T. Goren regarding plan structure and issues (.5); review Plan Term Sheet (.3); discussions with A. Barrage regarding disclosure statement structure and content (.8).	Nashelsky, Larren M.	1.60	1,560.00
22-May-2012	Review plan term sheet and plan support agreements (1.3); call with A. Barrage regarding outline of disclosure statement and process for completing drafts (.7).	Rosenbaum, Norman S.	2.00	1,600.00
23-May-2012	Call with T. Goren, N.Rosenbaum, L. Nashelsky, G. Lee and L. Marinuzzi to discuss open issues on plan and disclosure statement (.5); email ResCap team, Centerview, and FTI regarding task list regarding disclosure statement and organizational call (.4); draft task list for circulation (1.5); draft liquidating trust sections of disclosure statement (2.5).	Barrage, Alexandra S.	4.90	3,405.50
23-May-2012	Draft insert for Plan Disclosure Statement regarding litigations against Debtor entities.	Clark, Daniel E.	1.40	833.00
23-May-2012	Review disclosure statement outline (.4) and meeting with team regarding preparation of same (.6).	Goren, Todd M.	1.00	725.00
23-May-2012	Assign projects regarding plan and disclosure statement (.6); review correspondence regarding plan and disclosure statement (.6); call with team to discuss open issues on plan and disclosure statement (.5).	Lee, Gary S.	1.70	1,657.50
23-May-2012	Attend team meeting regarding drafting of plan and disclosure statement, necessary inserts and incorporation of settlements.	Marinuzzi, Lorenzo	0.90	778.50

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23-May-2012	Discuss disclosure statement with N. Rosenbaum.	Martin, Samantha	0.50	297.50
23-May-2012	Prepare for and attend team meeting regarding plan and disclosure statement preparation (.8); review and edit outline of disclosure statement (.5); discussions with T. Goren regarding same (.3).	Nashelsky, Larren M.	1.60	1,560.00
23-May-2012	Discuss disclosure statement with S. Martin.	Rosenbaum, Norman S.	0.50	400.00
24-May-2012	Review slide deck forwarded by J. Levitt on claims investigation and settlement (1.2); email J. Levitt regarding sub con issues (.3); call with C. Whitney regarding same (.3); review email of G. Horowitz (Kramer Levin) regarding document request (.2); prepare for group call with FTI and CVP to discuss disclosure statement issues and related task list (.9); call with T. Humphreys, M. Law, and R. Reigersmann regarding tax issues and liquidating trust concept (.5); revising disclosure statement (3.1).	Barrage, Alexandra S.	6.50	4,517.50
24-May-2012	Call with MoFo bankruptcy team, retained experts from FTI, and retained experts from Centerview regarding task allocation and deadlines for plan disclosure statement (.6); edit insert for Plan Disclosure Statement regarding litigations against Debtor entities (1.4); draft insert for Plan Disclosure Statement regarding Kathy Patrick and Talcott Franklin settlements (1.7).	Clark, Daniel E.	3.70	2,201.50
24-May-2012	Review disclosure statement task list (.4) and meeting with team/FTI and Centerview regarding preparation of same (.9).	Goren, Todd M.	1.30	942.50
24-May-2012	Review correspondence regarding draft plan and disclosure statement.	Lee, Gary S.	0.80	780.00
24-May-2012	Attend team meeting on drafting of plan disclosure statement (.5); review agenda regarding plan disclosure statement meeting and task list (.5).	Levitt, Jamie A.	1.00	875.00
24-May-2012	Prepare for (.1) and discuss plan and disclosure statement with FTI, Centerview, and MoFo team (.7); discuss disclosure statement motion with J. Wishnew and N. Moss (.2).	Martin, Samantha	1.00	595.00
24-May-2012	Team meeting led by A. Barrage regarding the plan and disclosure statement (.6); review memorandum from A. Barrage regarding tasks for drafting the plan and disclosure statement (.6).	Moss, Naomi	1.20	606.00
24-May-2012	Prepare for and attend meeting with team, FTI and Centerview regarding disclosure statement and plan issues (.9); review updated Disclosure Statement outline (.2); discussions with counsel to JSB regarding PSA changes and related case issues (.3).	Nashelsky, Larren M.	1.40	1,365.00
24-May-2012	Plan and disclosure organizational call.	Newton, James A.	0.50	222.50

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24-May-2012	Call regarding Disclosure Statement and workstreams (.8); call with A. Barrage regarding Disclosure Statement and plan structure (.6); discuss Disclosure Statement considerations with T. Humphreys and M. Law (.5); review draft Disclosure Statement and term sheet and conduct relevant research (1.5).	Reigersman, Remmelt A.	3.40	2,465.00
24-May-2012	Call with Plan and Disclosure Statement working group to discuss status and task list.	Richards, Erica J.	1.10	654.50
24-May-2012	Review background documentation regarding preparation of Disclosure Statement (3); review memorandum from A. Barrage regarding disclosure statement tasks (.5); attend group meeting with FTI, MoFo and Centerview regarding preparation of Disclosure Statement and timing (1.5).	Rosenbaum, Norman S.	5.00	4,000.00
24-May-2012	Identify exemplar Disclosure Statements for M. Law (.3); follow-up e-mails and conversations with M. Law (.2).	Shackleton, Mary E.	0.50	102.50
24-May-2012	Meet with A. Barrage, G. Lee, J. Levitt, L. Nashelsky, FTI and Centerview regarding Disclosure Statement.	Whitney, Craig B.	0.60	411.00
24-May-2012	Coordinate Plan / Disclosure Statement drafting efforts with team (.6); assist S. Martin with drafting issue (.2).	Wishnew, Jordan A.	0.80	544.00
24-May-2012	Review and revise tax-related provisions of Disclosure Statement.	Zhumadilova, Asel	5.00	1,900.00
25-May-2012	Review Disclosure Statement to include deemed substantive consolidation and release descriptions.	Barrage, Alexandra S.	2.00	1,390.00
25-May-2012	Revise insert for Plan Disclosure Statement regarding litigations against Debtor entities (.9); draft insert for Plan Disclosure Statement regarding Kathy Patrick and Talcott Franklin settlements (1.7).	Clark, Daniel E.	2.60	1,547.00
25-May-2012	Discussion with J. Powell at Kirkland & Ellis regarding Disclosure Statement section regarding Ally settlement and claims analysis (.5); review litigation section of Disclosure Statement (.6).	Levitt, Jamie A.	1.10	962.50
25-May-2012	Draft claims analysis for Disclosure Statement.	Whitney, Craig B.	2.00	1,370.00
25-May-2012	Review of Disclosure Statement draft (2.0); preparation of Disclosure Statement, internal discussions with M. Law (6.).	Zhumadilova, Asel	8.00	3,040.00
26-May-2012	Draft plan.	Richards, Erica J.	4.60	2,737.00
28-May-2012	Review plan term sheet (1.2); review plan exemplars regarding applicable liquidating trust provisions (2.5); continue drafting plan (7.3).	Richards, Erica J.	11.00	6,545.00
29-May-2012	Revise Disclosure Statement (3.4) and discussion with L. Nashelsky (.4); email C. Whitney and D. Clark regarding same (.2).	Barrage, Alexandra S.	4.00	2,780.00

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29-May-2012	Call with A. Barrage regarding Disclosure Statement and outstanding tasks (.4); call with J. Newton regarding Disclosure Statement and outstanding tasks (.4); edit insert for Plan Disclosure Statement regarding litigations against Debtor entities (.9); draft insert for Plan Disclosure Statement regarding Kathy Patrick and Talcott Franklin settlements (.5).	Clark, Daniel E.	2.20	1,309.00
29-May-2012	Review Plan draft issues with E. Richards.	Goren, Todd M.	0.30	217.50
29-May-2012	Review A. Zhumadilova draft of Disclosure Statement for tax planning.	Law, Meimay L.	2.50	1,112.50
29-May-2012	Draft section of Disclosure Statement regarding negotiations of the Debtors' DIP facilities (1.0); draft section of Disclosure Statement regarding DIP financing and cash collateral motions and interim orders (1.9); correspond with T. Goren and A. Barrage regarding same (.2).	Martin, Samantha	3.10	1,844.50
29-May-2012	Discussions with A. Barrage regarding Disclosure Statement matters (.4); draft section regarding interaction with regulators (.6); discussions with R. Maddox regarding same (.3).	Nashelsky, Larren M.	1.30	1,267.50
29-May-2012	Review information needed for Disclosure Statement discussions regarding plan support and settlement agreements (.2); call with D. Clark regarding Disclosure Statement issues related to RMBS Trust Settlement and PSAs (.1).	Newton, James A.	0.30	133.50
29-May-2012	Discuss draft plan with T. Goren (.2); revise same (1.1).	Richards, Erica J.	1.30	773.50
29-May-2012	Draft materials for disclosure statement.	Whitney, Craig B.	1.90	1,301.50
29-May-2012	Revise "first day" sections of the Disclosure Statement.	Wishnew, Jordan A.	0.60	408.00
29-May-2012	Research tax issues in connection with Disclosure Statement.	Zhumadilova, Asel	1.00	380.00
30-May-2012	Calls with D. Clark regarding summary litigation component in Disclosure Statement and related PSA issues (.2); call with C. Whitney regarding same (.1); call with S. Martin regarding Article II background section and related issues (.3); review updated first day section forwarded by J. Wishnew (.6); draft section on intercompany claims (1.0); calls with S. Martin and N. Moss regarding notice requirements for motion to approve Disclosure Statement and balloting agent motions (.3); review draft motion to approve Disclosure Statement regarding same (.2).	Barrage, Alexandra S.	2.70	1,876.50
30-May-2012	Email with A. Barrage regarding Disclosure Statement and outstanding tasks (.4); draft insert for Plan Disclosure Statement regarding Kathy Patrick and Talcott Franklin settlements and plan support agreements (1.8); edit insert for Plan Disclosure Statement regarding Kathy Patrick and Talcott Franklin settlements (.7).	Clark, Daniel E.	2.90	1,725.50

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30-May-2012	Review and revise Disclosure Statement insert regarding DIP/CC (.4); review with A. Barrage intercompany claims insert for Disclosure Statement (.2).	Goren, Todd M.	0.60	435.00
30-May-2012	Prepare exhibits to Disclosure Statement.	Guido, Laura	1.20	336.00
30-May-2012	Revise tax provisions of disclosure statement (2.7); research claims distributions pursuant to Plan (1.3).	Law, Meimay L.	4.00	1,780.00
30-May-2012	Discussions with J. Newton and K&E regarding disclosure statement sections regarding Ally settlement and PSA.	Levitt, Jamie A.	0.50	437.50
30-May-2012	Review KCC form solicitation agent retention application under Section 327(e) and similar retention applications in SDNY cases (.8); review Disclosure Statement motions in Ambac and TMP cases (.7); calls (2x) with A. Barrage regarding KCC's retention application and disclosure statement motion (.4); review various documents, including APAs and PSAs, with respect to plan and Disclosure Statement milestones (1.4); discuss plan and Disclosure Statement timing and hearing dates with N. Moss (.3); calls (2x) with A. Barrage regarding timing for plan and disclosure statement (.4); prepare section of Disclosure Statement regarding Debtors' liabilities (1.5); prepare section of Disclosure Statement regarding the Debtors' businesses and operations (1.3).	Martin, Samantha	6.80	4,046.00
30-May-2012	Draft motion to approve Disclosure Statement (1.1); multiple conversations with S. Martin and A. Barrage regarding motion to approve the plan and Disclosure Statement (.5); draft motion to approve the disclosure statement and solicitation procedures (1.5).	Moss, Naomi	3.10	1,565.50
30-May-2012	Review and revise Disclosure Statement information related to the Kathy Patrick and Talcott Franklin plan support agreements.	Newton, James A.	0.70	311.50
30-May-2012	Identify exemplar disclosure statements for M. Law (1.0); follow-up e-mails and conversations with M. Law and A. Zhumadilova (.3).	Shackleton, Mary E.	1.30	266.50
30-May-2012	Draft claims analysis and settlement summary for Disclosure Statement.	Whitney, Craig B.	2.20	1,507.00
30-May-2012	Prepare first day section of Disclosure Statement.	Wishnew, Jordan A.	0.90	612.00
30-May-2012	Research Disclosure Statement issues regarding disregarded entities.	Zhumadilova, Asel	1.00	380.00
31-May-2012	Review emails of S. Martin and N. Moss on proposed Disclosure Statement scheduling issues (.5); email J. Newton regarding plan support agreement descriptions (.2); review email of G. Lee regarding 3d party release issues (.2); email J. Levitt regarding same (.2); review cases on 3d party release issues (2.0); revise Disclosure Statement (1.0).	Barrage, Alexandra S.	4.10	2,849.50

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31-May-2012	Draft Disclosure Statement section regarding Kathy Patrick settlement and PSA (1.1); call with J. Newton regarding Disclosure Statement (.2).	Clark, Daniel E.	1.30	773.50
31-May-2012	Correspondence with FTI regarding liquidation analysis for Disclosure Statement.	Goren, Todd M.	0.40	290.00
31-May-2012	Continue compiling exhibits to Disclosure Statement.	Guido, Laura	1.80	504.00
31-May-2012	Research bankruptcy disclosure statements issues relating to disregarded debtor entities (1.5); review and discussions with R. Reigersman relating thereto precedent bankruptcy disclosure statements (2.9).	Law, Meimay L.	4.40	1,958.00
31-May-2012	Review local rules and case management order with respect to timing for objection deadlines and hearing dates for Disclosure Statement and plan (.4); discuss plan and Disclosure Statement timing and hearing dates with N. Moss (.6); review and analysis of Form 10-Q (.8); draft section of Disclosure Statement regarding Debtors' organizational structure (.3) debtors' assets (.5); debtors' hedging activities (.2); current economic conditions (.4); and consent order and DOJ settlement (.5); revise section of Disclosure Statement regarding representation and warranty litigation (.3).	Martin, Samantha	4.00	2,380.00
31-May-2012	Review and revise motion to approve the Disclosure Statement (.5); research notice requirements for the plan and Disclosure Statement (2.1); draft the motion to approve the Disclosure Statement and Solicitation Procedures (3.5); draft motion to approve Disclosure Statement and solicitation procedures (2.4).	Moss, Naomi	8.50	4,292.50
31-May-2012	Discussions with T. Goren and N. Moss regarding plan issues (.4); discussions with A. Barrage regarding Disclosure Statement issues (.3); review draft of Disclosure Statement sections (.8).	Nashelsky, Larren M.	1.50	1,462.50
31-May-2012	Revise Disclosure Statement descriptions regarding RMBS Trust Settlement and Plan Support Agreements (.5); begin preparing disclosure statement information related to AFI and Junior Secured Note Plan Support Agreements (1.1).	Newton, James A.	1.60	712.00
31-May-2012	Discuss Disclosure Statement considerations with M. Law (.1); review correspondence from and send emails to M. Law regarding Disclosure Statement (.4).	Reigersman, Remmelt A.	0.50	362.50
31-May-2012	Revise plan term sheet.	Richards, Erica J.	1.30	773.50
31-May-2012	Review Disclosure Statement and plan timeline (.4); review and respond to emails with L. Nashelsky, G. Lee and T. Goren regarding Disclosure Statement timeline (.3); meeting with L. Nashelsky regarding Disclosure Statement timelines (.3).	Rosenbaum, Norman S.	1.00	800.00
31-May-2012	Identify exemplar disclosure statements for M. Law (2.0); follow-up e-mails and discussions with M. Law and A. Zhumadilova (.3).	Shackleton, Mary E.	2.30	471.50

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31-May-2012	Revise claims analysis for Disclosure Statement (3.0); revise description of Ally Settlement for Disclosure Statement (1.8).	Whitney, Craig B.	4.80	3,288.00
31-May-2012	Research Disclosure Statement issues related to disregarded entities (1.2); discussions with M. Shackleton relating thereto (.3).	Zhumadilova, Asel	1.50	570.00
<b>Total: 010</b>	<b>Plan, Disclosure Statement and Confirmation</b>		<b>204.50</b>	<b>126,464.00</b>

#### Relief from Stay Proceedings

17-May-2012	Meeting with A. Princi, N. Rosenbaum, N. Moss and Company representatives regarding stay relief in connection with pending legal matters.	Molison, Stacy L.	0.80	452.00
17-May-2012	Research 362(b)(4) exceptions to injunctive relief as well as monetary damages (.9); review related Massachusetts complaint against GMAC Mortgage (.2); meet with client, A. Princi, N. Rosenbaum and S. Molison regarding various litigation matters outside of the bankruptcy (1.5); research regarding effect of automatic stay on counterclaims (.6); continue research on scope of 362(b)(4) exceptions to the automatic stay (.5).	Moss, Naomi	3.70	1,868.50
17-May-2012	Meet with client, N. Moss, N. Rosenbaum and S. Molison regarding various litigation matters outside of the bankruptcy.	Princi, Anthony	1.50	1,462.50
17-May-2012	Meet with client, A. Princi, S. Molison and N. Moss regarding various litigation matters outside of the bankruptcy.	Rosenbaum, Norman S.	1.50	1,200.00
22-May-2012	Review Mass AG letter regarding application of automatic stay (.3); meeting with N. Rosenbaum regarding research on government stay issue (.3); review research regarding application of stay to government enforcement power (.5); meeting call with ResCap and outside counsel regarding government stay and response to MA AG letter (.5).	Levitt, Jamie A.	1.60	1,400.00
22-May-2012	Review letter from MAAG regarding automatic stay (.3); email exchange with L. Nashelsky regarding same (.4).	Princi, Anthony	0.70	682.50
23-May-2012	Conference call with in-house counsel group and E. Richards regarding necessary clarifications to servicing orders to provide for appropriate stay relief in bankruptcy cases (1.2); review follow up emails from legal staff regarding scope of stay relief (.2).	Rosenbaum, Norman S.	1.40	1,120.00
24-May-2012	Discussion with N. Rosenbaum regarding inquiries from outside counsel regarding the effects of the automatic stay.	Newton, James A.	0.10	44.50
25-May-2012	Discuss process for dealing with actions filed against ResCap during bankruptcy with N. Rosenbaum (.3); review actions filed recently to determine different types of actions filed postpetition (.4).	Newton, James A.	0.70	311.50

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30-May-2012	Emails with MoFo team regarding application of automatic stay to 3rd party subpoenas (.3); emails with T. Jordan regarding response to 3rd party subpoenas (.2).	Rosenbaum, Norman S.	0.50	400.00
31-May-2012	Review Shellpoint stay motion with A. Princi and M. Beck.	Goren, Todd M.	0.80	580.00
31-May-2012	Review stay relief motion filed against the Debtors and discuss same with team (.4); discuss same with A. Princi (.1).	Newton, James A.	0.50	222.50
31-May-2012	Review of correspondence with N. Rosenbaum, T. Goren and N. Evans regarding motion to lift stay to terminate servicing agreements (.3); discuss stay relief filed against the Debtors with J. Newton (.5).	Princi, Anthony	0.80	780.00
31-May-2012	Review and respond to emails with A. Princi. T. Goren and N. Evans regarding motion to lift stay to terminate servicing agreements (.3); call with L. Delehey regarding application of the automatic stay to actions in which Debtors are plaintiffs and impacts on counter claims (.4); review research regarding application of automatic stay to counter claims (.4); emails with J. Scoliard regarding application of automatic stay to pending appeals and filing a notice seeking en banc review (.3); review email from N. Campbell regarding RC employees named in litigation and emails with G. Lee regarding potential automatic stay implications (.5).	Rosenbaum, Norman S.	1.90	1,520.00
<b>Total: 012</b>	<b>Relief from Stay Proceedings</b>		<b>16.50</b>	<b>12,044.00</b>

#### Hearings

25-May-2012	Prepare 5/31 utilities hearing materials (1.1); review case management order in connection with same (.2).	Guido, Laura	1.30	364.00
29-May-2012	Review and revise hearing agenda for 5/31 (.5); review and revise notice regarding participation for hearing (.5).	Crespo, Melissa M.	1.00	380.00
29-May-2012	Prepare and file 5/31 agenda letter and notice regarding telephonic hearing appearances (.3); coordinate service of same (.1).	Guido, Laura	0.40	112.00
29-May-2012	Review and revise agenda and telephonic hearing notice for 5/31 hearing.	Wishnew, Jordan A.	0.30	204.00
30-May-2012	Draft and revise summary of facts for G. Lee in preparation for May 31 court date.	Beck, Melissa D.	2.00	1,330.00
30-May-2012	Prepare materials for 5/31 utilities hearing.	Guido, Laura	0.70	196.00
31-May-2012	Prepare for utilities hearing.	Guido, Laura	0.50	140.00
31-May-2012	Attend court status meeting.	Lee, Gary S.	1.00	975.00
31-May-2012	Prepare for status hearing and utility hearing - review file and prepare outline of case status and progress since commencement (.9); review utility motion and prepare script (1.1); attend hearing/status hearing (1.7).	Marinuzzi, Lorenzo	3.70	3,200.50

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31-May-2012	Prepare for (1.4) and attend hearing and status meeting (1.0); discussions with counsel for interested parties prior to and after hearing (.6); review notes and draft memo to MoFo team regarding hearing (.7).	Martin, Samantha	3.70	2,201.50
31-May-2012	Discussion with L. Marinuzzi regarding status conference.	Moss, Naomi	0.10	50.50
31-May-2012	Prepare for and attend hearing Utilities Motion and Status Meeting.	Nashelsky, Larren M.	2.20	2,145.00
31-May-2012	Prepare for (.5) and attend (2.6) hearing on utilities motion and status hearing.	Richards, Erica J.	3.10	1,844.50
<b>Total: 013</b>	<b>Hearings</b>		<b>20.00</b>	<b>13,143.00</b>

#### Tax Matters

21-May-2012	Review executed APAs including schedules thereto and final provisions on REMIC Administration (.8); review first day motions including Motion Authorizing Payment of Taxes and Regulatory Fees, memorandum in support of Debtors Motion approving Sales Procedures, Break Up Fees, etc.(.8).	Humphreys, Thomas A.	1.60	1,800.00
21-May-2012	Discussion with representative from the town of Hillboro regarding receipt of the taxes order.	Moss, Naomi	0.20	101.00
24-May-2012	Read draft disclosure statement and term sheet. (1.0); discuss with R. Reigersman liquidating trust and other features of term sheet (.3); call with working group including A. Barrage, Centerpoint, FTI regarding responsibilities for disclosure statement and terms thereof (.7); call with A. Barrage, R. Reigersman and M. Law to discuss term sheet and disclosure statement tax issues and discuss same with R. Reigersman and M. Law (1.0).	Humphreys, Thomas A.	3.00	3,375.00
24-May-2012	Research liquidating trusts (2.0); research tax disclosure provisions of disclosure statements filed with bankruptcy courts (2.5); organizational call on plan and disclosure statement with T. Humphreys, R. Reigersman, A. Barrage, and other MoFo bankruptcy and litigation attorneys (1.5); review draft of disclosure plan and term sheet (.3); prepare for internal call (.2); discuss tax consequences of plan with A. Zhumadilova (2.5); review Lehman Brothers disclosure statement (2.2).	Law, Meimay L.	11.20	4,984.00
25-May-2012	Review draft of plan of reorganization and Disclosure Statement and analyze potential tax issues (1.5); review Whitlinger affidavit regarding same (.5).	Humphreys, Thomas A.	2.00	2,250.00
25-May-2012	Discuss disclosure statement with A. Zhumadilova (1.8); research FATCA (1.5); research 382 rules (2.8); prepare federal tax due diligence outline (3.0).	Law, Meimay L.	9.10	4,049.50
25-May-2012	Obtain transcript of hearings in Grubb & Ellis Company Bankr. SDNY 12-10685 for L. Guido.	Mahmoud, Karim	0.50	90.00

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30-May-2012	Review emails regarding proposed call with tax counsel for OCC, email to M. Law regarding same, email to L. Marinuzzi regarding same (.3); review TSA in preparation for call with debtor's counsel (.7); review file regarding first day motions, including authorizing payment of taxes motion (.5); call with Committee tax and bankruptcy counsel regarding tax issues (.5); emails to R. Reigersman and discuss tax issues with R. Reigersman (.4); discuss tax issues and further research with M. Law (.4); review tax returns of debtor (.5); prepare emails to L. Nashelsky and L. Marinuzzi regarding tax issues and follow-up regarding same (.5); review exhibits to Whitlinger affidavit (.7); review email from R. Reigersman, review TSA and tax returns and respond to R. Reigersman email (.5).	Humphreys, Thomas A.	5.00	5,625.00
30-May-2012	Review tax sharing agreements, tax returns, and documents in dataroom in preparation for call with Kramer Levin, send same to and discuss with T. Humphreys (1.2); call with Creditor's Committee counsel at Kramer Levin regarding issues (.5); review tax notes to AFI financial statements; send same to T. Humphreys (1.5); review First Day Motion for Authorization of Payment of Taxes and Regulatory Fees, send same to T. Humphreys (1.0); review exhibits to Whitlinger Affidavit, send same to T. Humphreys (1.0); review tax returns (1.7); research tax treatment of unincorporated division (2.3).	Law, Meimay L.	9.20	4,094.00
30-May-2012	Correspondence with R. Ringer and D. Mannal regarding tax analysis and call to discuss Tax Sharing Agreement (.3); review with T. Humphreys (MoFo tax) concerns expressed by Kramer Levin tax counsel on Tax Sharing Agreement (.3).	Marinuzzi, Lorenzo	0.60	519.00
30-May-2012	Review correspondence from and send emails to T. Humphreys, L. Marinuzzi and M. Law (.8); call with T. Humphreys regarding tax considerations (.2); conduct relevant tax diligence research (1.0).	Reigersman, Remmelt A.	2.00	1,450.00
31-May-2012	Review Tax Sharing Agreement (.2); review REMIC rules with respect to residuals held by debtor (.8); review emails from L. Marinuzzi and M. Law and respond to same (.1).	Humphreys, Thomas A.	1.10	1,237.50
31-May-2012	Research CODI rules (2.3); research CODI rules (5.5); research tax effects of Plan (2.8).	Law, Meimay L.	10.60	4,717.00
<b>Total: 014</b>	<b>Tax Matters</b>		<b>56.10</b>	<b>34,292.00</b>

**Plan Support Agreement Matters**

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14-May-2012	Oversee PSA review project (.5); e-mail communications regarding comments to DIP Credit Agreement Schedules and AFI APA (.8); prepare summary of issues, agreement provisions and deal-level data relating to securitization settlement issues (1.0); review PSA indentures and trust agreements (.2).	Beck, Melissa D.	2.50	1,662.50
14-May-2012	Meeting with A. Princi and D. Clark regarding 9019 standards and motion (1.3); review relevant caselaw and exemplars (.1).	Levitt, Jamie A.	1.40	1,225.00
14-May-2012	Meet with D. Clark and J. Levitt regarding 9019 motion and evidentiary presentation.	Princi, Anthony	1.30	1,267.50
14-May-2012	Review memorandum and related case law regarding 9019 standards.	Princi, Anthony	2.20	2,145.00
15-May-2012	Revise Talcott Franklin Plan Support Agreement (.8); revise Kathy Patrick Plan Support Agreement (.6).	Clark, Daniel E.	1.40	833.00
15-May-2012	Meet with A. Princi, J. Levitt, G. Lee, and Carpenter Lipps attorneys regarding 9019 motion and evidentiary presentation (1.0); research on 9019 motion for approval of settlements (1.3); draft 9019 motion for the approval of settlements (1.0).	Clark, Daniel E.	3.30	1,963.50
15-May-2012	Call with D. Clark regarding 9019 drafting (1.0); review Ambac 9019 and Iridium factor cases (1.0); review Lipps affidavit for stay motion (.1); discussion with J. Haims regarding same (1.0).	Levitt, Jamie A.	3.10	2,712.50
15-May-2012	Meeting with Carpenter Lipps regarding experts for 9019 motion (1.0); review summary materials regarding same (.1).	Levitt, Jamie A.	1.10	962.50
15-May-2012	Review and revise Exhibit F to Kathy Patrick Plan Support Agreement (.4); further revisions to Kathy Patrick Plan Support Agreement exhibits (.5).	Newton, James A.	0.90	400.50
15-May-2012	Meeting with J. Levitt and Battle Lipps regarding experts for 9019 motion.	Princi, Anthony	1.50	1,462.50
15-May-2012	Meet with D. Clark, J. Levitt, G. Lee and Carpenter Lipps attorneys regarding 9019 motion and evidentiary presentation (1.0); email exchange with client regarding list of ordinary course professionals (.3).	Princi, Anthony	1.30	1,267.50
15-May-2012	Review and analyze settlement and plan sponsor agreement.	Whitney, Craig B.	1.20	822.00
16-May-2012	Email and discuss with J. Levitt, A. Princi, G. Lee, and J. Newton regarding motion schedules, 9019 motion, evidentiary presentation, experts, and strategy (.9); meetings, emails, calls, and address inquiries from J. Levitt regarding 9019 motion, evidentiary presentation for 9019 motion, client inquiries, cases filed against ResCap (1.3); research on 9019 motion for approval of settlements (1.6).	Clark, Daniel E.	3.80	2,261.00

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16-May-2012	Research affidavit exemplars for 9019 motions approving Kathy Patrick and Talcott Franklin settlements (.1); emails with D. Clark and J. Levitt regarding same (.2).	Freimuth, Renee L.	1.30	864.50
16-May-2012	Review Kathy Patrick group settlement and PSA (.8) and discuss with J. Newton regarding preparation of motions regarding same (.3).	Goren, Todd M.	1.10	797.50
16-May-2012	Per D. Clark request, review and prepare settlement and PSA materials for review.	Klidonas, Nicolas V.	1.00	240.00
16-May-2012	Meetings with Carpenter Lipps, FTI and Fortace regarding expert testimony for Kathy Patrick 9019 motion (2.0); meetings with A. Princi regarding same (.2); review Fortace information (.1); correspondence with Ropes & Gray regarding 9019 motion (1.0).	Levitt, Jamie A.	3.30	2,887.50
16-May-2012	Review PSAs and draft summary of the relevant milestones and circulate the same.	Moss, Naomi	0.50	252.50
16-May-2012	Address inquiries regarding the Kathy Patrick Plan Support Agreement with T. Goren (.2); discuss with N. Rosenbaum regarding motion to approve Plan Support Agreements (.2); revise summary of Kathy Patrick Settlement and Plan Support Agreements (.3); coordinate with J. Kline regarding research on motions to approve plan support agreements and memos in opposition to relief from the stay (.2); coordinate with J. Kline regarding shepardizing prior 9019 motion (.1); begin review of motions to approve plan support agreements (.4); meet and discuss (multiple times) issues regarding terms of Plan Support and Settlement Agreements with D. Clark (1.5) (litigation); research regarding motions to approve prepetition plan support agreements (.4) and review same (.9); address inquiries regarding milestones in Plan Support Agreements occurring prior to August 1 (.3).	Newton, James A.	4.50	2,002.50
16-May-2012	Meeting with J. Levitt regarding expert testimony for Kathy Patrick 9019 motion (.2); meeting with Carpenter Lipps and J. Levitt regarding supporting evidence for 9019 motion (.6); meeting with J. Levitt and team regarding same (.6); email exchanges with Carpenter Lipps, J. Levitt, K. Patrick and Ropes and Grey regarding same (1.7); email exchange with J. Newton regarding issues with 9019 motion (.4).	Princi, Anthony	3.50	3,412.50
17-May-2012	Analyze expert report in related litigation for 9019 motion (1.5); analyze objections from related litigation for 9019 motion (1.2); draft 9019 motion (2.2); email with J. Levitt and J. Cancelliere regarding investor holdings and potential damages for 9019 motion (.5).	Clark, Daniel E.	5.40	3,213.00
17-May-2012	Prepare settlement and PSA materials for attorney review.	Klidonas, Nicolas V.	0.50	120.00

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17-May-2012	Meetings with FTI regarding expert analysis for 9019 motion.	Levitt, Jamie A.	0.10	87.50
17-May-2012	Meet with A. Princi regarding motion seeking approval of Plan Support Agreements.	Newton, James A.	0.20	89.00
17-May-2012	Meet with J. Levitt regarding Kathy Patrick Plan Support Agreement (.3); review article regarding approval of plan support agreements (.3); research standards for approval of plan support agreements (.5); review transcripts from plan support agreement assumption motion hearings (2.5); coordinate additional research regarding motions to approve plan support agreements (.2); address inquiries regarding AFI settlement and plan sponsor agreement (.3).	Newton, James A.	4.10	1,824.50
17-May-2012	Meet with J. Newton regarding motions seeking approval of Plan Support Agreements.	Princi, Anthony	0.20	195.00
17-May-2012	Correspond with counsel for Union Central about PSAs.	Wishnew, Jordan A.	0.40	272.00
18-May-2012	Edit declaration of J. Lipps for 9019 motion (1.2); draft 9019 motion (1.9).	Clark, Daniel E.	3.10	1,844.50
18-May-2012	Analysis of 9019 motion papers (.3); prepare for expert meetings on 9019 (.4).	Levitt, Jamie A.	0.70	612.50
18-May-2012	Continue review of transcripts regarding approval of plan support agreements (.4); review decision regarding motion to assume plan support agreement (.5); prepare outline for motions to approve plan support agreements (.6); work on inquiries regarding potential subordination issues (.2); review additional motion and order regarding approval of plan support agreement (.4); review Code provisions regarding assumption of executory contracts (.3); review relevant portions of proposed case management order (.1); address inquiry from the team regarding 2019 provision in plan support agreements (.1); discuss application of provision in the plan support agreement with D. Clark (.2); research additional case law and motions regarding assumption or approval of plan support agreements (1.5); draft motion to assume plan support agreement (1.0).	Newton, James A.	5.30	2,358.50
21-May-2012	Meet with G. Lee to discuss plan support agreement issues.	Beck, Melissa D.	1.00	665.00
21-May-2012	Meet with J. Levitt, A. Princi and F. Stillman and M. Minier of Fortace regarding expert retention and report preparation for 9019 motion (1.2); meet with J. Levitt regarding experts for 9019 motion and outstanding tasks (.3); analysis of 9019 motion draft received from Ropes and Gray (1.2); draft 9019 motion (2.4).	Clark, Daniel E.	5.10	3,034.50
21-May-2012	Review KP PSA regarding 2019 issues.	Goren, Todd M.	0.70	507.50
21-May-2012	Meet with M. Beck to discuss plan support agreement issues.	Lee, Gary S.	1.00	975.00

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21-May-2012	Meeting with RMBS experts for 9019 motion regarding Kathy Patrick settlement (1.2); follow up discussions with D. Clark and correspondence regarding same (.3); review draft 9019 brief (1.2); review draft stay motion (1.8); meeting with MoFo team regarding same (1.2).	Levitt, Jamie A.	5.70	4,987.50
21-May-2012	Meet with J. Levitt, D. Clark, F. Stillman and M. Minier of Fortace regarding expert retention and report preparation for 9019 motion (1.2); email exchanges with L. Nashelsky and G. Lee regarding upcoming motions and status of same (.5); meeting with G. Lee and L. Nashelsky regarding same (.5).	Princi, Anthony	2.20	2,145.00
21-May-2012	Meeting with N. Rosenbaum, L. Nashelsky and G. Lee regarding treatment of indemnity and PSA obligations in pending litigation of non-debtors.	Princi, Anthony	0.90	877.50
21-May-2012	Discuss with G. Lee regarding treatment of indemnity and PSA obligations in pending litigation of non-debtors (.4); conference with L. Nashelsky, G. Lee and A. Princi regarding treatment of indemnity and PSA obligations in pending litigation of non-debtors (.5).	Rosenbaum, Norman S.	0.90	720.00
22-May-2012	Review PSA and Indenture provisions relating to fees, expenses and indemnification issues.	Beck, Melissa D.	3.30	2,194.50
22-May-2012	Draft 9019 motion (6.4); edit 9019 motion (1.5); email with J. Levitt regarding 9019 motion draft and meeting with G. Lee and J. Levitt relating thereto, factual support, and research (.8).	Clark, Daniel E.	8.70	5,176.50
22-May-2012	Review proposed changes to JSB PSA and correspondence with R. Schrock regarding same.	Goren, Todd M.	0.50	362.50
22-May-2012	Set projects regarding plan and disclosure statement (.9); discussion with L. Nashelsky regarding Kathy Patrick group PSA timing and issues (.6).	Lee, Gary S.	1.50	1,462.50
22-May-2012	Review draft of 9019 motion to approve institutional investor settlements (1.5); revise 9091 motions papers to approve institutional investor settlements (3.0); meeting with G. Lee and D. Clark regarding revisions to 9019 motion institutional investor settlements (.5); discussion with potential expert for allowed claims allocation process contemplated by institutional investor settlements (.5).	Levitt, Jamie A.	5.50	4,812.50
22-May-2012	Discussions with G. Lee regarding Kathy Patrick group PSA timing and issues (.3); review correspondence from counsel to JSBs regarding PSA (.3).	Nashelsky, Larren M.	0.60	585.00
22-May-2012	Prepare information regarding prior PSA assumption motions for A. Princi.	Newton, James A.	0.20	89.00
22-May-2012	Review and revise draft 9019 motion (2.2); email exchanges with J. Levitt, G. Lee and D. Clarke regarding issues regarding same (.9).	Princi, Anthony	3.10	3,022.50

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23-May-2012	Research courts' interpretation of Iridium factors for 9019 motion per J. Levitt request (1.2); draft 9019 motion (2.6); edit 9019 motion per J. Lipps suggestions and edits (1.9); edit 9019 motion per J. Ruckdashel suggestions and edits (.8); analysis of additional 9019 draft received from Ropes and Gray (1.0); edit 9019 motion in accordance with Ropes and Gray edits (1.6); email with J. Levitt regarding 9019 motion draft, edits, and outstanding tasks (.7).	Clark, Daniel E.	9.80	5,831.00
23-May-2012	Call with counsel to RMBS investors regarding settlement and 9019 motion.	Lee, Gary S.	0.70	682.50
23-May-2012	Review and revise RMBS 9019 motion.	Lee, Gary S.	1.60	1,560.00
23-May-2012	Review Ropes revisions to 9019 motion for investor settlements (1.5); review and revise draft 9019 motion for investor settlements (5.0); review comments from J. Rucksdaschel and J. Lipps on draft 9019 motion (1.0); meetings with D. Clark regarding revisions to 9019 motion (.5); call with Kathy Patrick and Ropes & Gray and G. Lee regarding timing of filing of 9019 motion (.5); meeting with FTI regarding expert analysis for 9019 motion (.5).	Levitt, Jamie A.	9.00	7,875.00
23-May-2012	Draft amendments to Kathy Patrick Plan Support Agreements (.8); review and revise same (.8); call with D. Clark regarding consistency of Amendment to same and the 9019 motion seeking approval of the Settlement Agreement (.2); draft amendments to Talcott Franklin Plan Support and Settlement Agreements (.4); revise Kathy Patrick amendments with comments from A. Princi (.2); discussion of status of various settlement and plan support approval motions with N. Rosenbaum (.2).	Newton, James A.	2.60	1,157.00
23-May-2012	Call with D. Clark regarding mechanics of 9019 motion and issues related to the complexity of the trust settlement.	Newton, James A.	0.20	89.00
23-May-2012	Email exchange with FTI and J. Levitt regarding meeting to discuss support for 9019 motion (.4); review draft of Ropes & Gray's 9019 motion (1.0); email exchange with Ropes & Gray and J. Levitt regarding same (.2); review comments from client on draft 9019 motion (.5); email exchange with client regarding same (.4).	Princi, Anthony	2.50	2,437.50
24-May-2012	Meet with A. Princi, J. Levitt, M. Renzi, and W. Nolan regarding expert report and analysis for 9019 motion (1.5); review of D. Beck edits to 9019 motion (1.1); edit 9019 motion (1.5).	Clark, Daniel E.	4.10	2,439.50
24-May-2012	Correspondence with G. Uzzi regarding PSA changes.	Goren, Todd M.	0.30	217.50
24-May-2012	Meet with independent directors, A. Hoffinger and J. Levitt regarding Ally Settlement (1.9); meet with Ally counsel regarding Ally Settlement (1.4).	Lee, Gary S.	3.30	3,217.50

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24-May-2012	Emails regarding Expert affidavit in support of 9019 (.3); review of RMBS 9019 motion (1.8).	Lee, Gary S.	2.10	2,047.50
24-May-2012	Meet with FTI regarding expert opinion to support 9019 motion approving PLS settlement and team meeting regarding same (1.0); review FTI draft materials regarding 9019 motion expert opinion (1.0).	Levitt, Jamie A.	2.00	1,750.00
24-May-2012	Begin drafting motion to approve PSA (1.3); review fact sections of other similar motions filed in other cases (.4); continue drafting background and facts section for PSA approval motion (2.9).	Newton, James A.	4.60	2,047.00
24-May-2012	Review and provide comments regarding Kathy Patrick/Talcott Franklin Settlement 9019 motion.	Newton, James A.	1.50	667.50
24-May-2012	Meet with D. Clark, J. Levitt, M. Renzi and W. Nolan regarding report and analysis for 9019 motion (1.5); review and revise draft 9019 motion (2.0); email exchanges with J. Levitt, D. Clark and G. Lee regarding same (1.1); call with institutional investors' counsel regarding same (.8); email exchange with institutional investors' counsel regarding same (.7) review client's comments to insert to Servicing Order (.4); revise same (.6); email exchange with G. Lee regarding same (.4); email exchanges with Trustee's counsel regarding same (.3).	Princi, Anthony	7.80	7,605.00
24-May-2012	Meeting with M. Beck (1.0); review of PSAs regarding Trustee fee provisions (1.0).	Seligson, Peter	2.00	890.00
25-May-2012	Call with J. Levitt, A. Princi and F. Stillman and M. Minier of Fortace regarding expert report preparation for 9019 motion (1.2); call with J. Levitt, A. Princi, J. Ruckdashel, T. Hamzehpour, J. Lipps, J. Battle, and D. Beck regarding 9019 motion and strategy (1.3); edit 9019 motion (3.5); meetings with J. Levitt regarding 9019 motion and expert reports (.9).	Clark, Daniel E.	6.90	4,105.50
25-May-2012	Discussion with G. Uzzi regarding PSA issues (.3); discussion with A. Princi regarding 9019 issues same (.2).	Goren, Todd M.	0.50	362.50
25-May-2012	Call with client regarding 9019 RMBS settlement motions (1.1); work on RMBS 9019 motion (1.6); call with RMBS investor counsel (.2).	Lee, Gary S.	2.90	2,827.50
25-May-2012	Review comments from clients and co-counsel on 9019 motion to approve PLS settlement (1.6); revise 9019 motion to approve PLS settlement (3.0); meeting with experts and clients and team regarding RMBS opinion for 9019 motion and necessary data (1.5).	Levitt, Jamie A.	6.10	5,337.50

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25-May-2012	Review and revise amendments to K. Patrick and T. Franklin settlements and PSA to incorporate changes to schedule (1.0); meeting with J. Newton regarding settlement and PSA amendments (.5); correspondence with K. Patrick and T. Franklin regarding settlement agreement and PSA amendments regarding timing issues (.4).	Levitt, Jamie A.	1.90	1,662.50
25-May-2012	Prepare for and participate in call with K. Patrick and counsel regarding 9019 motion, timing and issues (.9); correspondence with G. Lee and J. Levitt regarding same (.3).	Nashelsky, Larren M.	1.20	1,170.00
25-May-2012	Research updated case law regarding 9019 motion (1.0); revise amendments to Kathy Patrick and Talcott Franklin Settlement and Plan Support Agreements in accordance with comments from J. Levitt (.5) and G. Lee (.4); further revisions to Kathy Patrick and Talcott Franklin Settlement and Plan Support Agreement amendments in accordance with comments from the other side (1.0).	Newton, James A.	2.90	1,290.50
25-May-2012	Review revised draft of 9019 motion (1.0); call with institutional investors' counsel regarding same (.7); call with client and G. Lee regarding same (1.1); email exchanges with work group regarding same (1.3); review proposed changes from institutional investors to 9019 motion (.5); review Carpenter Lipps' comments to 9019 motion (.3).	Princi, Anthony	4.60	4,485.00
25-May-2012	Call with J. Levitt, D. Clark, F. Stillman and M. Minier of Fortace et al. regarding expert report preparation for 9019 and strategy relating thereto.	Princi, Anthony	1.20	1,170.00
26-May-2012	Review draft 9019 motion.	Beck, Melissa D.	0.30	199.50
26-May-2012	Email with J. Levitt regarding edits to 9019 motion.	Clark, Daniel E.	0.90	535.50
26-May-2012	Review comments on 9019 motion (.5); revise 9019 motion (.7); review draft PSA for rep and warranty settlements (.7); correspondence with experts on 9019 issues (.5).	Levitt, Jamie A.	2.40	2,100.00
26-May-2012	Review revised draft of K. Patrick 9019 motion and edit same.	Nashelsky, Larren M.	0.90	877.50
27-May-2012	Email with J. Levitt regarding edits to 9019 motion.	Clark, Daniel E.	0.80	476.00
27-May-2012	Review revisions to 9019 motion (.5); revise 9019 motion per comments (.8); meeting and correspondence with clients regarding data for RMBS experts (.5); review data for RMBS experts (1.0).	Levitt, Jamie A.	2.80	2,450.00

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27-May-2012	Research regarding assumption of executory contracts (1.9); review and revise background section of motion to approve Plan Support Agreements (.5); continue drafting motion to approve Plan Support Agreements (2.2); review AFI Settlement Agreement to complete Plan Support Agreement assumption motions and in anticipation of drafting a motion seeking approval of the AFI Settlement Agreement (.9).	Newton, James A.	5.50	2,447.50
28-May-2012	Email with J. Levitt regarding edits to 9019 motion (.6); edit 9019 motion (3.2).	Clark, Daniel E.	3.80	2,261.00
28-May-2012	Complete initial draft of motion to approve PSAs (1.2); review emails (x3) regarding 9019 motion (.2).	Newton, James A.	1.40	623.00
28-May-2012	Review JSB PSA in anticipation of drafting motion regarding same (.8); prepare motion to approve JSB and AFI Settlement and PSAs (.4); prepare outline regarding factual background for same (.2).	Newton, James A.	1.40	623.00
28-May-2012	Email exchanges with J. Levitt and Carpenter Lipps regarding issues with 9019 motion (.9); review and analyze revised draft (.9); review revised insert to Servicing Order and related email from M. Beck (.3).	Princi, Anthony	2.10	2,047.50
29-May-2012	Call with investor counsel regarding cure issues in connection with 9019 motion (1.6); review case law in connection with 9019 motion (4.4).	Beck, Melissa D.	6.00	3,990.00
29-May-2012	Meetings with J. Levitt regarding 9019 motion and expert reports (.8); calls with J. Cancelliere regarding 9019 motion and settlement holdings information (.8); edit 9019 motion (2.2).	Clark, Daniel E.	3.80	2,261.00
29-May-2012	Discussion with L. Nashelsky regarding time of filing PSA motion and 2019 statement under seal.	Lee, Gary S.	0.40	390.00
29-May-2012	Review revisions to 9019 motion regarding PLS settlement (1.5); revise 9019 motion regarding PLS settlement (2.8); meeting with J. Lipps, clients and D. Clark regarding revisions to 9019 motion regarding PLS settlement (1.0); review RMBS expert memorandum regarding defined terms (1); correspondence with co-counsel and clients regarding RMBS expert defined terms (.5); meeting with T. Franklin regarding amendments to settlement agreement and PSA, 9019 motion and discussions with trustees (.6); meeting with K&E regarding 9019 motion and timing issues (.5); correspondence with K. Patrick regarding 9019 motion and amendments to agreements (.4).	Levitt, Jamie A.	8.30	7,262.50
29-May-2012	Review 9019 motions from other parent/subsidiary settlements (.4); continue work on JSN/AFI 9019 and PSA motion (.6); revise PSA approval motion in accordance with comments from A. Princi (.8) and begin drafting additional section to motion (1.0).	Newton, James A.	2.80	1,246.00

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29-May-2012	Revisions to Kathy Patrick PSA approval motion (.2); email to D. Clark regarding evidentiary support for Kathy Patrick 9019 motion and motion to approve PSAs (.2); discuss evidentiary issue related to 9019 and PSA approval motion with A. Princi (.2); meet with J. Levitt and A. Princi regarding assumption and settlement approval process and strategy (.8); revisions to assumption motion in accordance with comments from A. Princi (.2); draft cover email and circulate PSA amendments to AFI (.3).	Newton, James A.	1.90	845.50
29-May-2012	Discuss evidentiary issue related to 9019 and PSA approval motion with J. Newton (.2); meet with J. Newton regarding assumption and settlement approval process and strategy (.8).	Princi, Anthony	1.00	975.00
29-May-2012	Email exchanges with Debtors' advisors regarding final revisions to 9019 motion (1.3); review revised draft of 9019 motion (.7); call with K&E and J. Levitt regarding same (.5); email exchanges with counsel for institutional investors regarding same (.7).	Princi, Anthony	3.20	3,120.00
29-May-2012	Discussion with L. Nashelsky regarding timing of filing PSA motion and 2019 statement under seal (.4); email exchanges with Debtors' advisors regarding final revisions to 9019 motion (1.3); review revised draft of 9019 motion (.7); call with K&E and J. Levitt regarding same (.5); email exchanges with counsel for institutional investors regarding same (.7).	Princi, Anthony	3.60	3,510.00
30-May-2012	Review revised 9019 motion and provide comments (2.0); discuss severability and cure issues relating to settlement negotiations for 9019 motion (1.4).	Beck, Melissa D.	3.40	2,261.00
30-May-2012	Meet with P. Seligson regarding PSA repurchase provisions.	Beck, Melissa D.	0.10	66.50
30-May-2012	Meet with J. Levitt regarding 9019 motion and expert reports (.3); call with J. Levitt and D. Beck regarding 9019 motion and expert reports (.4); research FHLB cases for settlement purposes (.6); draft email to F. Stillman regarding 9019 expert report requirements (.6); research related settlements for 9019 motion per J. Levitt requests (1.6); revise 9019 motion (1.3).	Clark, Daniel E.	4.80	2,856.00
30-May-2012	Work on RMBS 9019 motion.	Lee, Gary S.	2.40	2,340.00
30-May-2012	Meeting with K&E regarding 9019 motion to approve PLS settlement and discuss with D. Clark regarding same (.5); meeting with T. Franklin regarding comments on 9019 motion to approve PLS settlement (.5); discussions with FTI and Fortace regarding expert reports for 9019 motion (1.0); review and revise 9019 brief (1.0).	Levitt, Jamie A.	3.00	2,625.00

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30-May-2012	Research issues regarding application of section 107(b) and Rule 2019 (2.0); meet with A. Princi regarding PSA approval motion (.5); call with A. Princi and J. Levitt regarding same (.5); begin preparing seal motion related to motion to assume PSAs (2.0); call with D. Clark regarding Talcott Franklin PSA exhibit related to seal motion (.1); call with J. Levitt, A. Princi and FTI regarding evidentiary support for 9019 motion (.3); discuss procedural motion, grounds and process with A. Princi (.6); respond to Talcott Franklin inquiries (multiple) regarding motion to seal exhibits (.3); respond to inquiry from litigation group regarding use of Lehman declaration in 9019 motion (.2); additional revisions and additions to PSA motions in accordance with comments from A. Princi (1.5); prepare proposed order for seal motion (.3).	Newton, James A.	8.30	3,693.50
30-May-2012	Meet with J. Newton regarding PSA approval motion (.5); call with J. Levitt and J. Newton regarding same (.5); call with team and FTI regarding evidentiary support for 9019 motion (.3); discuss procedural motion, grounds and process with J. Newton (.6).	Princi, Anthony	1.90	1,852.50
30-May-2012	Analyze confidentiality issues regarding 2019 information (1.3); email exchange with J. Newton, J. Levitt and institutional investors' counsel regarding motion to assume plan support agreement and issues regarding same (1.2); email exchange with FTI regarding same (.4).	Princi, Anthony	2.90	2,827.50
31-May-2012	E-mail communications regarding 9019 motion comments.	Beck, Melissa D.	0.20	133.00
31-May-2012	Calls to discuss PSA analysis relating to severability and cure issues.	Beck, Melissa D.	0.90	598.50
31-May-2012	Email with and address inquiries from J. Levitt regarding 9019 motion, experts, and edits (1.5); call with J. Levitt, N. Orenstein, and other Kirkland and Ellis attorneys regarding 9019 motion (.4); call with J. Levitt, A. Princi, J. Lipps, J. Cancillerie, and Fortace experts regarding 9019 motion draft and factual support for hearing (1.5); edit 9019 motion per J. Levitt edits, Kirkland and Ellis edits, and Ropes and Gray edits (6.2).	Clark, Daniel E.	9.60	5,712.00
31-May-2012	Work on Plan Support Agreement Motion for RMBS claims.	Lee, Gary S.	0.90	877.50
31-May-2012	Review and edit RMBS 9019 motion.	Lee, Gary S.	2.20	2,145.00
31-May-2012	Revise 9019 motion and revise comments from various counsel (3.0); call with experts regarding affidavits and reports for 9019 (1.5).	Levitt, Jamie A.	4.50	3,937.50

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31-May-2012	Review and revise seal motion (2.4); review article on amended Rule 2019 (.3); research commentary and review letters from Judges Gerber and Drain to the Advisory Committee on the Federal Rules (.5); review emails regarding summary of expert calls related to settlement (.2); prepare cover email and circulate drafts of Kathy Patrick assumption and seal motions to G. Lee ahead of hearing today in case questions are raised (.2); review draft seal motion from Ropes (.6); discuss seal motion status and Ropes draft with A. Princi (.3); further updates to assumption motion to ensure consistency with 9019 motion (.4); further revisions to seal motion and order to incorporate language from Ropes' draft (.9).	Newton, James A.	5.80	2,581.00
31-May-2012	Call with D. Clark, J. Lipps, J. Levitt, J. Cancillerie and Fortace experts regarding 9019 motion draft and factual support for hearing (1.5); discuss seal motion status and Ropes draft with J. Newton (.3); review of background information and prior testimony of potential expert witness for 9019 motion (1.5); review PSA sensitivity analysis received from M. Beck (.8); email exchange with M. Beck regarding same (.3); email exchange with counsel for institutional investors regarding issues with 2019 notice (.7).	Princi, Anthony	5.10	4,972.50
<b>Total: 016</b>	<b>Plan Support Agreement Matters</b>		<b>292.70</b>	<b>212,319.50</b>

#### PLS Litigation

14-May-2012	Prepare email and address inquiries from J. Newton regarding investor settlement documents, strategy, and case management (1.2); edit Talcott Franklin Settlement Agreement (2.2); edit Talcott Franklin Plan Support Agreement (1.4); edit Kathy Patrick Settlement Agreement (.8); edit Kathy Patrick Plan Support Agreement (.8); email with N. Orenstein regarding Kathy Patrick and Talcott Franklin settlement documents, strategy (.6); call and address inquiries from J. Phelps of Talcott Franklin regarding settlement documents and edits (1.5); meet with A. Princi and J. Levitt regarding 9019 motion and evidentiary presentation (1.3); email with A. Princi, J. Levitt, G. Lee, and J. Newton regarding settlement documents and strategy (1.2); emails with K. Patrick group, T. Devine, and MoFo team regarding settlement documents, signature pages, and edits (.5).	Clark, Daniel E.	11.50	6,842.50
14-May-2012	Call with G. Siegel (counsel to BNY) regarding meeting of RMBS trustees (.2); discussions with PLS and Monoline claimants (.8).	Lee, Gary S.	1.00	975.00
14-May-2012	Attend meetings with client, K. Patrick team and T. Franklin team regarding revisions to settlement paper and exhibits (1.0); review signature pages and investor holdings (.1); meeting with client regarding settlement issues (.5); discussion with Ally counsel and team regarding settlements (1.0).	Levitt, Jamie A.	2.60	2,275.00

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14-May-2012	Review signature pages received regarding Kathy Patrick and Talcott Franklin RMBS Trust Settlement Agreements (.3); prepare deal binders (.5); meet with J. Levitt regarding finalization of settlement documents (.3); finalize deal documents and continue to prepare exhibits (1.7); prepare email of finalized deal documents to settling parties' counsel (.3); work with N. Kalpakis regarding preparation of exhibit to settlement agreement (.4).	Newton, James A.	3.50	1,557.50
14-May-2012	Review Pooling and Servicing Agreements regarding scope of trustee duties and obligations.	Ostrowsky, Adam L.	3.80	2,261.00
14-May-2012	Review and revise Settlement Agreement (2.0); call with K. Patrick and J. Levitt regarding issues with Settlement Agreement (.7); call with client and J. Levitt regarding same (.3); call with trustee's counsel regarding Debtor's proposed procedures for trustees (.7).	Princi, Anthony	3.70	3,607.50
15-May-2012	Review PSA provisions and servicing motion regarding indemnity and costs of trustees with respect to PLS litigation settlement.	Beck, Melissa D.	1.00	665.00
15-May-2012	Review of inquires from J. Newton regarding investor settlement documents, strategy, and case management (.9); revise Talcott Franklin Settlement Agreement (.9); revise Kathy Patrick Settlement Agreement (.6); emails with N. Orenstein regarding Kathy Patrick and Talcott Franklin settlement documents and strategy (.8); call and address inquiries from J. Phelps of Talcott Franklin regarding settlement documents and edits (1.7); meet with N. Klidonas regarding organizational tasks (.4); email with A. Princi, J. Levitt, G. Lee, and J. Newton regarding settlement documents, motions, PLS litigations, and strategy (1.5); email with K. Patrick group, T. Devine, and MoFo team regarding settlement documents, signature pages, and edits (.5).	Clark, Daniel E.	7.30	4,343.50
15-May-2012	Prepare list of plaintiffs in PLS suits (.8); coordinate preparation of binder of complaints for litigation team (.5).	Crespo, Melissa M.	1.30	494.00
15-May-2012	Prepare settlement papers for attorney review.	Klidonas, Nicolas V.	0.50	120.00
15-May-2012	Meet with J. Lipps regarding institutional investor settlement, 9019 motion and supporting affidavits required for same (1.5); call with counsel to RMBS trustees (.4); emails to and from RMBS counsel regarding organizational meeting DB resignation, indemnification request (.4).	Lee, Gary S.	2.30	2,242.50
15-May-2012	Call with Trustees counsel regarding issues in K. Patrick settlement.	Levitt, Jamie A.	0.80	700.00

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15-May-2012	Meet with D. Clark regarding finalizing Kathy Patrick agreements, exhibits and signature pages (.3); review language in agreements regarding contents of exhibits (.2) and address email regarding the same (.1); work on inquiry from C. Dondzila regarding Talcott Franklin Plan Support Agreement (.4); coordinate and update of language to Talcott Franklin Settlement Agreement (.2); review emails (multiple) regarding updates to exhibits (.5); review and circulate Lehman Trustee estimation papers (.5); prepare and circulate email with updated Kathy Patrick deal documents to relevant parties (.3); prepare email to C. Dondzila responding to her inquiry regarding Talcott Franklin Settlement Agreement (.2); review of objections to Bank of America Article 77 proceeding (.2); review attachment to Whitlinger Affidavit and respond to inquiries regarding Kathy Patrick Settlement Agreement (.4); review Ambac pleadings for information regarding settlement dispute (.4).	Newton, James A.	3.70	1,646.50
15-May-2012	Review and analyze draft of subordination complaint (1.8); call with trustees' counsel and J. Levitt regarding issues with Settlement Agreement (.9); review sample indenture and PSA (2.7); email exchanges with trustees' counsel regarding development of Debtor's position on trustee issues (.4).	Princi, Anthony	5.80	5,655.00
16-May-2012	Review case law regarding causes of action under Trust Indenture Act (3.0); review complaint and PSA exhibits filed in recent PLS litigation (3.4); provide summary of findings to G. Lee (.3).	Beck, Melissa D.	6.70	4,455.50
16-May-2012	Email and address inquires from J. Newton regarding investor settlement documents, strategy, and case management (1.5); analyze fee provisions of settlement agreements for press inquiry (.7); edit Talcott Franklin Settlement Agreement (.8); edit Kathy Patrick Settlement Agreement (.5); call and address inquiries from J. Phelps of Talcott Franklin regarding signature pages, client holdings, and settlement documents (1.2); internal meeting regarding organizational tasks (.3); prepare description of settlement agreement and process for G. Lee (.6); draft description of cases filed against ResCap for distribution to US Trustee (1.5); correspondence with J. Levitt and R. Freimuth regarding settlement documents, signature pages, and edits (.3).	Clark, Daniel E.	7.40	4,403.00

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16-May-2012	Review materials provided by counsel to RMBS trustees regarding investor settlement and consider trustees requests regarding notice and indemnity (.3.9); emails to and from DB and BNY counsel regarding settlement, notices and next steps (.5); emails to and from DB counsel regarding replacement trustee (.2); emails to and from T. Hamzehpour regarding replacement trustee for DB (.2); emails to and from client regarding MBIA claim (1.1); emails to and from counsel to MBIA regarding meeting (.5).	Lee, Gary S.	6.40	6,240.00
16-May-2012	Call regarding MBIA meeting, negotiations and expert report (1.0); prepare for meeting with MBIA (1.0); meeting with Dorsey and Lipps regarding PLS litigation (1.0); review new cases filed (.2).	Levitt, Jamie A.	3.20	2,800.00
16-May-2012	Review Ambac settlement transcript (.4) and case law referenced therein (1.0); provide summary of the settlement agreement, process and numbers to G. Lee (.6); review article regarding settlement terms to gauge industry sentiment and concerns in anticipation of preparing to seek approval (.3); address additional inquiries regarding objections to the proposed BOA and BONY settlement (.2); respond to email regarding list of deals by CUSIP (.1); address issues related to press inquiries regarding settlement agreement provisions (.7); meet with J. Levitt regarding the same (.4); review emails (multiple) regarding questions related to the settlements, timing of next steps and formation of the Committee (.5); discuss bankruptcy case administration issues with D. Clark (.3); additional revisions to summary of Settlement Agreement terms and numbers (.4).	Newton, James A.	4.90	2,180.50
16-May-2012	Internal call regarding meeting with MBIA (.7); review information regarding Fontaca from J. Battle (1.0).	Princi, Anthony	1.70	1,657.50
17-May-2012	Respond to questions regarding PLS litigation.	Beck, Melissa D.	0.20	133.00
17-May-2012	Email and analysis of inquires from J. Newton regarding investor settlement documents, strategy, and case management (1.4); call and address inquiries from T. Franklin of Talcott Franklin regarding settlement agreement and group holdings (1.5); edit Talcott Franklin Settlement Agreement with regard to signature pages (.6).	Clark, Daniel E.	3.50	2,082.50
17-May-2012	Emails to client regarding monoline claims and valuation (.6); prepare for meeting with MBIA regarding claims and RMBS settlement (2.4); review indemnification requests from Underwriters counsel in PLA cases (.5); review of PLS defect rate analysis and settlement values for discussions with PLS claimants (3.9); meet with MBIA and advisors (1.5).	Lee, Gary S.	8.90	8,677.50

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17-May-2012	Meeting with clients and FTI regarding preparation for meeting with MBIA (1.5); review MBIA statistical information (2.4); attend meeting with MBIA regarding litigation and potential resolution (.9); follow up call regarding team regarding indenture and other MBIA recovery (.1); review governing agreements regarding same (.1); meetings with team regarding allowed claim allocation process (.6); meetings and correspondence with Talcott Franklin regarding settlement (1.3).	Levitt, Jamie A.	6.90	6,037.50
17-May-2012	Prepare for and participate in call with Kathy Patrick regarding timing of motion to approve settlement and related issues (.7); discussions with G. Lee regarding same (.4); attend meeting with MBIA regarding claims against ResCap and KP settlement issues (.5).	Nashelsky, Larren M.	1.60	1,560.00
17-May-2012	Discuss with D. Clark regarding settlement agreement investor footprint (.3); address inquiries (x2) regarding Settlement and Plan Support Agreement terms from J. Levitt for a meeting with other stakeholders (.5); meet with D. Clark regarding requests for information from settlement parties (.2).	Newton, James A.	1.00	445.00
17-May-2012	Review memorandum from M. Beck and related statute regarding claims under TIA (1.0); preparation for meeting with MBIA (2.0); meeting with G. Lee, J. Levitt and MBIA's management and counsel regarding MBIA's alleged claim and K. Patrick Settlement Agreement (1.5); follow-up meeting with MoFo team regarding work to be performed regarding MBIA's claim (1.0); further analysis of MBIA's claim (1.1); email exchanges with M&F team and K. Patrick regarding same (.8); call Ropes and Gray regarding same (.5); email exchange with client regarding mechanics of Exhibit B to Settlement Agreement (.4); call with DB's counsel regarding trustees' issues and related process for resolution (.4).	Princi, Anthony	8.70	8,482.50
18-May-2012	E-mail communications with G. Lee regarding Pooling and Servicing Agreements analysis in connection with settlement (.2); e-mail communications with N. Ornstein to set up call to discuss same (.1).	Beck, Melissa D.	0.30	199.50
18-May-2012	Client call regarding repurchases of loans (.4); emails to and from RMBS trustees regarding notices and indemnity (.5); analyse repurchase requests (.9); review analysis of losses on PLS from client (1.7); review and respond to notices sent to client in PLS cases regarding indemnification, breach and servicing questions (.4); call with client and J. Levitt to consider payments to monolines and indemnity losses (.4); review analysis of rep and warranty claims and settlement impact (2.9).	Lee, Gary S.	7.20	7,020.00

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18-May-2012	Review allowed claims analysis (.1); meeting with clients and G. Lee regarding same (.5); correspondence with K. Patrick regarding same (.1); review MBIA expert report and materials regarding same (1.0); review government subpoena memoranda and meeting with J. Battle regarding same (3.3).	Levitt, Jamie A.	5.00	4,375.00
18-May-2012	Call with Client, G. Lee, A. Princi and J. Levitt regarding allocation of settlement proceeds (.5); prepare summary regarding potential allocation of settlement proceeds under the Kathy Patrick Settlement Agreement (.4).	Newton, James A.	0.90	400.50
18-May-2012	Email exchange with client and M&F team regarding allocation methodology under Settlement Agreement (1.0); email exchanges with K. Patrick regarding same (.4).	Princi, Anthony	1.40	1,365.00
18-May-2012	Call with Client, J. Newton, G. Lee and J. Levitt regarding allocation of settlement proceeds.	Princi, Anthony	0.50	487.50
19-May-2012	Call with N. Ornstein to discuss PLS issues (1.0) gather PLS documents to send to N. Ornstein for review (.3); e-mail with company regarding Loan Purchase Agreements (.1).	Beck, Melissa D.	1.40	931.00
21-May-2012	Review of PLS litigation analysis (.3); review PLS PSA and Indenture deal documents (2.6).	Beck, Melissa D.	2.90	1,928.50
21-May-2012	Emails to and from client regarding MBIA expert reports and production request (.3); emails to and from counsel to RMBS investors regarding settlement status and structure (.8); review of claims against trustees and indemnity issues (1.7).	Lee, Gary S.	2.80	2,730.00
21-May-2012	Call regarding MBIA regulatory document request (.3); discussions and correspondence regarding government subpoenas and tolling request (1.0); review memorandum regarding investigations (.2); review MBIA expert report (.3).	Levitt, Jamie A.	1.80	1,575.00
21-May-2012	Review MBIA expert report (.4); email exchanges with G. Lee regarding same (.2); meeting with G. Lee regarding indemnification issue for trustees (.5); email exchanges trustees' counsel regarding same (.4); call with trustees' counsel regarding same (.7).	Princi, Anthony	2.20	2,145.00
22-May-2012	Attend meeting with A. Princi, G. Lee, J. Levitt and J. Newton regarding discussions with the Trustees regarding the RMBS trust settlement.	Crespo, Melissa M.	1.00	380.00
22-May-2012	Consider questions from repurchase group regarding GSE-investor repurchases (1.3); call with RMBS investors regarding settlement (.5).	Lee, Gary S.	1.80	1,755.00
22-May-2012	Communications regarding Settlement with RMBS investor group including discussion with J. Levitt and D. Clark (3.3); meeting with A. Princi, M. Crespo and J. Newton regarding discussions with the Trustees regarding the RMBS trust settlement (1.0).	Lee, Gary S.	4.30	4,192.50

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22-May-2012	Meeting with A. Princi, M. Beck and G. Lee regarding trustee expense and indemnification issues (1.0); review trustee/Rescap agreements and trust indenture act research (1.0); meeting with A. Princi, G. Lee, J. Newton and M. Crespo regarding discussions with the Trustees regarding trust settlement (1.0).	Levitt, Jamie A.	3.00	2,625.00
22-May-2012	Review sample RMBS trust indemnification agreements ahead of meeting regarding motion on the same (.4); meeting with A. Princi, G. Lee, J. Levitt and M. Crespo regarding discussions with the Trustees regarding the RMBS trust settlement (1.0) and potential implications of the claims bar date motion on the settlement (.2).	Newton, James A.	1.60	712.00
22-May-2012	Meeting with J. Levitt, G. Lee and M. Crespo regarding discussions with Trustees regarding RMBS trust settlement (1.0); meeting with J. Levitt, J. Newton and G. Lee regarding Trustee indemnification issues (1.0); analyze issues regarding same (1.5); email exchanges with Trustees' counsel regarding same (.3); review template for indemnity agreement with Trustees (.8); email exchange with M. Beck regarding same (.3).	Princi, Anthony	4.90	4,777.50
22-May-2012	Review template for indemnity agreement with trustees (.8); email exchange with M. Beck regarding same (.3).	Princi, Anthony	1.10	1,072.50
23-May-2012	Call with G. Uzzi regarding RMBS settlement (.2); review RMBS settlement analysis and expert evidence (2.9).	Lee, Gary S.	3.10	3,022.50
23-May-2012	Call with KP and counsel regarding KP settlement issues, declarants and experts.	Nashelsky, Larren M.	0.90	877.50
23-May-2012	Review Trustee fee letters (.6); email exchange with G. Lee and Orrick regarding issues regarding same (.6).	Princi, Anthony	1.20	1,170.00
24-May-2012	Attend meeting to discuss trustee requests with respect to proposed settlement agreement (1.0); review various Servicing Agreement provisions relating to trustee fees, payments, and set-off rights (1.0); assign various litigation research projects (.2); review case law and consider various legal issues and defenses with respect to PLS litigation (2.0); review HELOC spreadsheet with respect to funding obligations set forth in the first day HELOC funding motion (1.0).	Beck, Melissa D.	5.20	3,458.00
24-May-2012	Review notices from trustees and RMBS investors (.7); review and edit motion to authorize payment to RMBS trustees (.8).	Lee, Gary S.	1.50	1,462.50
24-May-2012	Meeting with Q. Mimms regarding background for expert on allocation of claim in PLS settlement.	Levitt, Jamie A.	0.70	612.50
24-May-2012	Review decision dismissing AIG's claims.	Princi, Anthony	0.50	487.50

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25-May-2012	Various calls with trustees to discuss fees and expenses with respect to proposed settlement agreement, rights and obligations under PLS documents, and possible third-party securitization issues (3.0); call with third-party counsel regarding client questions with respect to bankruptcy filing and outstanding litigation claim (2.5).	Beck, Melissa D.	5.50	3,657.50
25-May-2012	Prepare extensive cover email and circulate same to the Kathy Patrick (.6); prepare cover email and circulate Talcott Franklin documents to J. Levitt for circulation to Talcott Franklin (.5).	Newton, James A.	1.10	489.50
25-May-2012	Call with G. Lee, J. Levitt, M. Beck and clients regarding trustee reimbursement issues.	Princi, Anthony	0.50	487.50
28-May-2012	Continue negotiations regarding settlement with RMBS investors.	Lee, Gary S.	2.40	2,340.00
29-May-2012	Calls with T. Franklin and J. Phelps regarding Settlement Agreement, amendments, signatures, and requests for information (1.6); revise Franklin Settlement Agreement regarding new signatories (.7).	Clark, Daniel E.	2.30	1,368.50
29-May-2012	Emails to and from RMBS trustees regarding RMBS settlement, PSA amendments and indemnification (1.1); work on settlement motion with RMBS holders (1.3); discussion with team and emails to and from Monoline counsel regarding stay motion, RMBS settlement and meetings (.2).	Lee, Gary S.	2.60	2,535.00
29-May-2012	Review definitions from Fortace for their affidavit (1.3); email exchanges with G. Lee and J. Levitt regarding same (.5).	Princi, Anthony	1.80	1,755.00
30-May-2012	Emails with T. Franklin and J. Phelps regarding settlement agreement, amendments, signatures, and requests for information.	Clark, Daniel E.	1.40	833.00
30-May-2012	Emails to and from RMBS trustee counsel regarding settlement and 9019 motion (.5); consider trustee requests for reimbursement and servicing (.8); review questions from client regarding repurchases (.3).	Lee, Gary S.	1.60	1,560.00
30-May-2012	Meetings regarding trustee issues and servicing motion amendment (.7); review PSA amendment regarding PLS settlement (1.0); meet with A. Princi and J. Newton regarding PSA relating to settlement agreement and motion to seal exhibit listing investor holdings (.5); discussion with J. Cancilliere regarding Assurant deals and potential loss (.5); correspondence with team regarding Assurant settlement meeting (.3).	Levitt, Jamie A.	3.00	2,625.00
30-May-2012	Meet with J. Arett to discuss research related to equitable subordination.	Martin, Samantha	0.20	119.00

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31-May-2012	Review case law regarding severability and cure issues (2.0); meeting with internal team to discuss securities claim issues (1.0); discussions with creditors' counsel regarding PLS documents and potential claim issues (1.0).	Beck, Melissa D.	4.00	2,660.00
31-May-2012	Call with K. Patrick regarding servicing motion (.2); consider indemnification and fee request from Trustees (.7); analysis of Joint Defense Agreement regarding PLS and Monoline claims (.5); review and edit RMBS 9019 motion (2.2).	Lee, Gary S.	1.40	1,365.00
31-May-2012	Review materials from experts in preparation for meeting with RMBS group (1.0); review PSA for RMBS group (1.0); call with client regarding cusips and exhibit for RMBS settlement (.5).	Levitt, Jamie A.	2.50	2,187.50
31-May-2012	Discuss equitable subordination issues with M. Beck, J. Newton, and J. Arett (.9); follow up discussion with J. Arett regarding equitable subordination research and case background (.7).	Martin, Samantha	1.60	952.00
31-May-2012	Meet with J. Arett, S. Martin and M. Beck regarding research equitable subordination issues and workstream.	Newton, James A.	1.30	578.50
31-May-2012	Call with N. Rosenbaum, M. Beck and ResCap legal and servicing regarding preparing for calls with Trustee counsel.	Princi, Anthony	1.50	1,462.50
31-May-2012	Call with M. Beck, A. Princi and ResCap legal and servicing regarding preparing for calls with Trustee counsel.	Rosenbaum, Norman S.	1.50	1,200.00
<b>Total: 017</b>	<b>PLS Litigation</b>		<b>203.30</b>	<b>160,477.00</b>

#### Litigation (Other)

14-May-2012	Research motion for stay or injunction.	Baehr, Robert J.	7.10	3,159.50
14-May-2012	Review of litigation stay motion (.4); review and revise draft brief (2.6); review and revise draft declaration (.8); conversations and correspondence with J. Levitt and J. Rothberg regarding stay motion (1.2).	Haims, Joel C.	5.00	4,250.00
14-May-2012	Attend meeting with J. Haims, J. Rothberg and client regarding Ally stay motion (.5); review revised draft of same (.8); meeting with J. Lipps regarding declaration (.7).	Levitt, Jamie A.	2.00	1,750.00
14-May-2012	Review regarding extension of stay and revision notices.	Moss, Naomi	0.30	151.50
14-May-2012	Continue draft motion to extend stay over affiliate actions and directors and officers actions (5.5); meet with J. Haims and J. Levitt to discuss same (.5); discussion with J. Haims and J. Brown regarding same (.5); research issues related to same (1.0).	Rothberg, Jonathan C.	7.50	4,462.50
15-May-2012	Research on motion for extension of stay or injunction (9.9); draft and revise motion (1.4).	Baehr, Robert J.	11.30	5,028.50

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15-May-2012	Review of litigation stay motion (2.0); review and revise draft brief (2.0); review and revise draft declaration (1.0); discussions with J. Levitt and correspondence regarding stay motion (2.0).	Haims, Joel C.	7.00	5,950.00
15-May-2012	Emails to and from client regarding automatic stay and impact on various litigations pending against debtors.	Lee, Gary S.	1.90	1,852.50
15-May-2012	Research issues in connection with affect of automatic stay on debtors' pending litigation.	Moss, Naomi	1.40	707.00
15-May-2012	Call with N. Rosenbaum regarding litigation strategy for pending lawsuits.	Princi, Anthony	2.70	2,632.50
15-May-2012	Meeting with S. Molison regarding communication with counsel (.7); meeting with J. Lipps regarding outside counsel inquiry (.3); review communication from N. Campbell regarding litigation questions (.5); call with S. Molison and A. Princi regarding litigation strategy for pending lawsuits, including foreclosure and chapter 13 bankruptcies (2.7); discuss with J. Rothberg regarding status of stay motion (.3).	Rosenbaum, Norman S.	4.50	3,600.00
15-May-2012	Continue drafting motion to extend stay to affiliate and D&O cases (9.0); meet with J. Haims and N. Rosenbaum to discuss same (.7); research factual issues related to underlying cases (1.0); discuss research issues with R. Baehr (.5); review of settlement agreements (.5).	Rothberg, Jonathan C.	11.70	6,961.50
16-May-2012	Draft stay relief motion appendices (6.2); analyze complaints against affiliated entities in connection with same (6.2).	Baehr, Robert J.	12.40	5,518.00
16-May-2012	Work on litigation stay motion (2.0); review and revise draft brief (4.0); review and revise draft declarations (2.0); conversations and correspondence with team and Ally's counsel regarding the stay motion (2.0).	Haims, Joel C.	10.00	8,500.00
16-May-2012	Review second day motions to be filed (1.7); calls with counsel to Ally regarding extending stay relief cases in which Ally is a co-defendant (.4).	Lee, Gary S.	2.10	2,047.50
16-May-2012	Meet with S. Molison to discuss stay research (.5); research regarding application of automatic stay to governmental investigations (1.4); research the effect of the stay on counter claims (.3).	Moss, Naomi	2.20	1,111.00
16-May-2012	Continue draft of brief in support of motion to extend stay (5.0); draft declarations in support of same (2.0); edit complaint related to same (.5); draft notice of motion and proposed order (.5); call with litigation counsel regarding same (.5).	Rothberg, Jonathan C.	8.50	5,057.50
16-May-2012	Meet with L. Guido regarding case pending in Connecticut Superior Court; (.3) obtain case information through State of Connecticut Judicial Branch website (.2).	Roy, Joshua Aaron	0.50	140.00

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17-May-2012	Draft motion appendices regarding complaints against affiliated non-debtors (7.1); meet with J. Haims and J. Rothberg to discuss strategy and status of motion (.5).	Baehr, Robert J.	7.60	3,382.00
17-May-2012	Meet with J. Rothberg regarding Ally stay motion (.4); research corporate structure regarding Ally stay motion (.6).	Clark, Daniel E.	1.00	595.00
17-May-2012	Review of litigation stay motion (2.0); review and revise draft brief (2.0); review and revise draft declarations (2.0); conversations and correspondence regarding the stay motion with J. Rothberg and R. Baehr (.5).	Haims, Joel C.	6.50	5,525.00
17-May-2012	Meet with client servicing counsel regarding requests for files, fees etc. (.5); work on subordination issues relating to securities claims and legal issues arising from same (1.3); meet with client's litigation group regarding foreclosures and other consumer matters (.9).	Lee, Gary S.	2.70	2,632.50
17-May-2012	Conference with G. Lee, A. Princi, S. Molison, W. Thompson and L. Delehey regarding pending litigation question and government investigations (1.2)	Rosenbaum, Norman S.	1.20	960.00
17-May-2012	Continue drafting fact declaration in support of motion to extend stay (3.5); research factual issues for brief in support of motion to extend stay (1.1); meet with J. Haims and R. Baehr to discuss strategy and status of motion (.5).	Rothberg, Jonathan C.	5.10	3,034.50
18-May-2012	Revise appendices for motion to extend stay (4.5); draft and revise motion (2.7); research bankruptcy rules and procedures regarding adversary proceedings (1.9).	Baehr, Robert J.	9.10	4,049.50
18-May-2012	Analyze litigation stay motion; review and revise draft brief (1.5); review and revise draft declarations (2.5); conversations and correspondence with Client regarding stay motion (1.0); internal conversations and correspondence regarding motion procedures and logistics (1.0); review and revise draft of stay motion received from K&E (.8); review and revise draft email regarding draft brief (.2).	Haims, Joel C.	7.00	5,950.00
18-May-2012	Call with Client and J. Levitt regarding analysis of bond and indemnity losses.	Lee, Gary S.	0.50	487.50
18-May-2012	Discussions with G. Lee and J. Rothenberg regarding motion to extend stay (.4); begin reviewing draft of same (.8).	Nashelsky, Larren M.	1.20	1,170.00
18-May-2012	Telephone call with ResCap in house-legal foreclosure and litigation team regarding pending lawsuits and application of first day orders (1);	Rosenbaum, Norman S.	1.00	800.00
18-May-2012	Continue to draft A. Janiczek declaration (2.0); meet with J. Battle to discuss declaration (.5); review and edit brief in support of motion to extend stay discussion with L. Nashelsky and G. Lee regarding same (2.0); meet with J. Haims and R. Baehr to discuss same (.5).	Rothberg, Jonathan C.	5.00	2,975.00

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19-May-2012	Correspond with J. Rothberg regarding motion to extend stay.	Baehr, Robert J.	0.30	133.50
19-May-2012	Review and revise draft brief in support of litigation stay motion (.7); correspondence regarding the brief and the other motion documents. (.3).	Haims, Joel C.	1.00	850.00
19-May-2012	Correspondence with J. Rothenberg regarding motion to extend stay (.1); review draft of same (1.1).	Nashelsky, Larren M.	1.20	1,170.00
19-May-2012	Review pending lawsuits naming various securitization trustees regarding estate impacts.	Rosenbaum, Norman S.	0.50	400.00
19-May-2012	Correspond with G. Lee and L. Nashelsky regarding stay motion (.2); research issues related to proper defendants regarding same (.7).	Rothberg, Jonathan C.	0.90	535.50
20-May-2012	Prepare adversary proceeding filing in connection with stay extension motion.	Baehr, Robert J.	2.30	1,023.50
20-May-2012	Review and revise draft brief in support of litigation stay motion (1.2); correspondence relating to the brief and the other motion documents. (.3).	Haims, Joel C.	1.50	1,275.00
20-May-2012	Meet with M. Hager regarding pending actions naming MERs and litigation trustees (.9); review complaints naming PSA trusts and trustees regarding application of automatic stay and email to N. Campell regarding analysis (1.8); review and respond to emails from N. Campbell regarding follow up inquiries concerning application of automatic stay to third-party subpoenas and other scenarios (1.1).	Rosenbaum, Norman S.	3.80	3,040.00
20-May-2012	Review motion to stay litigation against Ds&Os and non-debtor affiliates.	Rosenbaum, Norman S.	0.50	400.00
20-May-2012	Draft and edit A. Janiczek declaration (1.3); revise complaint in adversary proceeding regarding automatic stay (1.2).	Rothberg, Jonathan C.	2.50	1,487.50
20-May-2012	Research legal issues regarding veil piercing theories (1.3); draft correspondence regarding veil piercing theories (.5).	Whitney, Craig B.	1.80	1,233.00
21-May-2012	Draft supporting documents for adversary proceeding complaint in connection with stay extension motion.	Baehr, Robert J.	2.10	934.50
21-May-2012	Research for motion to extend stay (6.7); draft and revise motion (2.0).	Baehr, Robert J.	8.70	3,871.50

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21-May-2012	Review and revise drafts of brief in support of stay motion (3.0); review and revise drafts of Lipps declaration (1.0) and Janiczek declaration (1.0); discussions and correspondence with J. Battle, J. Brown, G. Lee, L. Nashelsky, J. Rothberg, R. Baehr and J. Newton regarding stay motion (2.0); call with J. Brown and J. Battle regarding the draft motion papers (1.5); discussions and correspondence G. Lee, J. Rothberg, R. Baehr and J. Newton regarding motion procedures and logistics (1.0); review and revise drafts of list of cases included in stay motion (1.0); review recently filed complaints (.5).	Haims, Joel C.	11.00	9,350.00
21-May-2012	Prepare materials relating to Motion for a Stay brief for filing.	Klidonas, Nicolas V.	1.00	240.00
21-May-2012	Oversee analysis of subordination of securities claims.	Lee, Gary S.	1.50	1,462.50
21-May-2012	Review motion extending stay (1.4); discussion with J. Haims, J. Rothberg, R. Baehr and J. Newton regarding motion procedures and logistics (2.0); analyse extension of stay issues for foreclosure actions, indemnity claims, servicing issues and discussion with N. Rosenbaum regarding same (1.3).	Lee, Gary S.	4.70	4,582.50
21-May-2012	Review motion to extend stay ahead of call regarding preparation and filing (.4); review Bankruptcy Rules related to same (.3); review service information and procedural requirements in other cases seeking to extend the stay (.3); meeting regarding work plan and to address inquiries regarding filing of motion to extend stay (.8); address inquiries regarding issuance of summons for adversary proceeding (.2); call with Kirkland, J. Haims and J. Rothberg regarding litigation stays (1.2); address additional procedural questions regarding filing of adversary proceedings (.5); address inquiry from litigator regarding conflicts counsel information (.1).	Newton, James A.	3.80	1,691.00
21-May-2012	Review and respond to emails with N. Campbell regarding addressing subpoena issues (.5); with F. Kuplicki (Ally in-house) regarding employee related litigation (.6); review analysis of pending employee litigation (.4); meeting with M. Hager regarding addressing in-house counsel litigation questions (.4); review and respond to email regarding pending 4th Circuit appeal (.3).	Rosenbaum, Norman S.	2.20	1,760.00
21-May-2012	Review and respond to emails with G. Lee, and J. Rothberg regarding motion to stay litigation v. non-debtors (.5); review motion to stay litigation v. non-debtors (.7).	Rosenbaum, Norman S.	1.20	960.00

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21-May-2012	Continue drafting motion to extend stay (5.0); meet with J. Haims and J. Newton to discuss same (1.0); continue drafting A. Janiczek declaration in support of same (2.0); call with outside litigation counsel regarding same (1.0); research issues related to proper defendants and service (1.0).	Rothberg, Jonathan C.	10.00	5,950.00
22-May-2012	Research commencement of adversary proceeding and service of process (1.6); research adversary proceeding defendants for service (1.0).	Baehr, Robert J.	2.60	1,157.00
22-May-2012	Research extension of automatic stay for motion including discussion with J. Haims relating thereto (2.0); draft motion exhibits (1.0).	Baehr, Robert J.	3.00	1,335.00
22-May-2012	Review and revise drafts of brief in support of stay motion (2.0); review and revise drafts of Lipp declaration (.5) and Janiczek declaration (1.0); draft Whitinger declaration (2.0); discussions and correspondence with J. Battle, J. Brown, G. Lee, L. Nashelsky, J. Rothberg, R. Baehr and J. Newton regarding the stay motion (2.0); discussions and correspondence G. Lee, J. Rothberg, R. Baehr, J. Newton and J. Roy about motion procedures and logistics (.5); review and revise drafts of list of cases included in stay motion (.5); review additional complaints for possible inclusion in stay motion (.5).	Haims, Joel C.	9.00	7,650.00
22-May-2012	Blue-book, case cite-check and review brief relating to Motion for Stay.	Klidonas, Nicolas V.	7.00	1,680.00
22-May-2012	Client call regarding additional lawsuits filed - foreclosures, second liens, class actions and stay impact.	Lee, Gary S.	0.60	585.00
22-May-2012	Review extension of stay motion including discussion with team and set projects regarding same.	Lee, Gary S.	2.80	2,730.00
22-May-2012	Participate in call with A. Princi, N. Moss, N. Rosenbaum and the company regarding the mass complaint.	Levitt, Jamie A.	6.60	5,775.00
22-May-2012	Research regarding whether Mass can request legal fees pursuant to the governmental exception to stay (1.2); research whether the EEOC investigation is excepted from the stay pursuant to 362(b)(4) (.5); participate in call with A. Princi, J. Levitt, N. Rosenbaum and the company regarding the Mass complaint (.6); discussion with N. Rosenbaum regarding whether Mass is excepted from the stay to continue the action against GMAC (.2); follow up with A. Princi following call with the company regarding further research on exceptions to the stay (.2); review and respond to emails from A. Princi and J. Levitt regarding the Mass action (.3); review the related complaint and Ibanez decision (1.2).	Moss, Naomi	4.20	2,121.00
22-May-2012	Conversation with J. Haims regarding stay extension motion.	Nashelsky, Larren M.	2.00	1,950.00

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22-May-2012	Discuss with J. Rothberg regarding additional bankruptcy review of documents related to the motion to extend the stay (.1); review and revise notice and form of complaint and proposed order for the Debtors' motion to extend the stay (1.5).	Newton, James A.	1.60	712.00
22-May-2012	Participate in call with J. Levitt, N. Moss, N. Rosenbaum and the Company regarding the Mass complaint.	Princi, Anthony	0.60	585.00
22-May-2012	Call with G. Lee, N. Campbell, W. Thompson, L. Denehey; J. Haims regarding potential actions naming Ally entity or Trustee to include in a stay proceeding (.9); review and respond to emails regarding application of automatic stay to Mass AG case with A. Princi, J. Levitt (.3); call with J. Levitt regarding Mass AG case (.2); review research on police and regulatory power exception to automatic stay (.4); call with A. Princi, L. Delehey, M. Martell, N. Moss and J. Levitt regarding Mass AG action and stay implications (.6); meeting with N. Moss regarding EEOC actions (.2); review research on application of automatic stay to EEOC actions (.4); review implication of automatic stay to pending appeals (.4); review emails regarding application of stay to recent actions (.2); meeting with A. Princi regarding Mass AG action and pending foreclosure litigation issues raised by in-house counsel (.4). Participate in call with A. Princi, J. Levitt, N. Moss and the Company regarding the Mass complaint (.8); discussion with N. Moss regarding whether Mass is excepted from the stay to continue the action against GMAC.	Rosenbaum, Norman S.	4.80	3,840.00
22-May-2012	Continue editing brief in support of motion to extend automatic stay including discussion with J. Haims and J. Newton relating thereto (2.0); continue editing A. Janiczek declaration in support of same (1.0); edit adversary complaint (1.0); research issues related to same (2.0); meet with J. Haims and J. Battle regarding J. Lipps declaration (1.0); edit J. Lipps declaration (1.0); teleconference with J. Brown regarding service issues (.5).	Rothberg, Jonathan C.	8.50	5,057.50
23-May-2012	Analysis of new claims filed against debtor and/or non-debtor affiliates for inclusion in motion to extend stay (2.3); research dockets for case developments (1.6); meeting with J. Haims and J. Rothberg regarding cases to include in motion (.4); draft and revise motion appendixes (2.3); draft and revise declaration for motion (1.1); meeting with team regarding document service (1.0); analysis of complaints for total value of securities at issue (4.1); draft and revise motion to extend stay (1.4).	Baehr, Robert J.	14.20	6,319.00
23-May-2012	Email correspondence with attorneys regarding filing of adversary proceeding (.3); call with R. Baehr regarding same (.2); call with M. Loomis (KCC) regarding procedural issues for service of same (.2).	Guido, Laura	0.70	196.00

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23-May-2012	Blue-book, fact check and proof brief relating to Motion for Stay (7.5); prepare declaration of J. Haims in support of Motion (1.5); prepare exhibits for filing (1.0); perform docket research regarding related actions (1.5).	Klidonas, Nicolas V.	11.50	2,760.00
23-May-2012	Review case law concerning whether the government can request attorneys fees pursuant to 362(b)(4).	Moss, Naomi	0.40	202.00
23-May-2012	Conversation with team regarding stay motion procedures including filing service.	Nashelsky, Larren M.	1.00	975.00
23-May-2012	Further revise notice of motion to extend the stay (.2) and review local rules related to the motion (.4); meet with N. Rosenbaum regarding adversary proceeding procedural issues (.3); research procedural issues related to filing of motion to extend the stay (.2); address process service issues related to preparation of service lists, service of process separately from service of motion to extend the stay and logistical issues with KCC (.3); emails with FTI regarding R. Greenspan declaration (.3); research pre BAPCPA KERP case with involvement by R. Greenspan (FTI) (.2).	Newton, James A.	1.90	845.50
23-May-2012	Meeting with J. Haims and J. Rothberg regarding completion of motion to stay litigation v. non-debtors and procedural issues (.5); meeting with J. Newton regarding completion of motion to stay litigation and service issues (.4); review revised draft of motion to stay litigation (1.0).	Rosenbaum, Norman S.	1.90	1,520.00
23-May-2012	Coordinate issues related to filing and service of motion, complaint and supporting documents.	Rothberg, Jonathan C.	1.00	595.00
23-May-2012	Continue editing brief to extend the automatic stay (3.0); call with M. Hager regarding automatic stay issues and strategy (.7); meet with J. Haims and R. Baehr to discuss same (1.0); edit complaint in support of same (1.0); edit A. Janiczek declaration in support of same (2.0); edit J. Whitlinger declaration in support of same (.1.2); research factual issues for appendix to same (1.0).	Rothberg, Jonathan C.	9.90	5,890.50
24-May-2012	Meeting with J. Haims and J. Rothberg regarding filing stay extension motion (.5); review amended complaints and analyze total value of securities at issues (3.2); research adversary proceeding defendant info for service of process (1.6); revise motion appendix (1.2); research and draft corporate disclosure statement (.7); correspond with conflicts counsel regarding revisions to motion and supporting documents (.6); meeting with A. Janiczek (.2); revise Haims declaration (.5); revise and proofread Janiczek declaration (1.1); revise and cite check motion to extend stay (7.4); meet with D. Clark regarding Ally stay motion (.4).	Baehr, Robert J.	17.40	7,743.00
24-May-2012	Meet with R. Baehr regarding Ally stay motion.	Clark, Daniel E.	0.40	238.00

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24-May-2012	Review and revise drafts of brief in support of stay motion (1.5); review and revise drafts of Lipps declaration (1.0), appendix to Lipps declaration (1.0), Janiczek declaration (1.5), and Whitinger declaration (1.0); discussions and correspondence with J. Battle, J. Brown, G. Lee, L. Nashelsky, J. Rothberg, R. Baehr and J. Newton regarding stay motion (3.0); conversations and correspondence G. Lee, J. Rothberg, R. Baehr, N. Rosenbaum, J. Newton and J. Roy regarding motion procedures and logistics, including filing and service (1.0); review and revise draft complaint (1.0); discussions and correspondence with A. Janiczek and J. Whitlinger regarding the declarations (.5); discussions and correspondence about requests to court to file oversized motion and to serve exhibits on CD (.5).	Haims, Joel C.	12.00	10,200.00
24-May-2012	Cite-check, proof-read and prepare Whitlinger declaration and exhibits for filing (1.1); review and cite-check Lipps declaration in Supp. of Motion for filing (1.5); review Janiczek declaration and prepare for filing (1.0); cite-check, proof-read, and prepare J. Haims Declaration and exhibits for filing (2.2); cite-check, proof-read and review Complaint and exhibits for filing (2.5); cite-check, blue-book, and proof-read brief in Supp. of Motion for Stay (5.3); prepare materials for attorney review relating to Motion for Stay (1.0).	Klidonas, Nicolas V.	14.60	3,504.00
24-May-2012	Review and revise stay extension motion (1.2); review and edit affidavits in support of stay extension motion (1.3); discussion with J. Haims et al. regarding motion procedures and logistics (1.0).	Lee, Gary S.	3.50	3,412.50
24-May-2012	Fact check drafts of Motion to Extend Stay and related declarations.	Miller, Blake B.	13.30	3,391.50
24-May-2012	Address questions from L. Guido regarding update on procedural issues related to motion to extend the stay (.2); call with chambers regarding service of exhibits to motion to extend the stay (.1).	Newton, James A.	0.30	133.50
24-May-2012	Review and comment on CFO declaration in support of motion to extend stay (.5); meet with J. Haims regarding motion (.3) meet with J. Newton regarding motion and supplemental filings (.6)	Rosenbaum, Norman S.	1.40	1,120.00
24-May-2012	Continue revisions to motion to extend automatic stay (.4); edit complaint related to same (1.0); coordinate filing and service issues related to same (1.0); meet with J. Haims and R. Baehr to discuss same (.5).	Rothberg, Jonathan C.	6.50	3,867.50

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25-May-2012	Review conflict counsel's edits to motion to extend stay (.7); revise motion (2.3); cite check and prepare motion for filing (3.6); revise and cite check complaint (3.1); revise and prepare corporate disclosure statement for filing (.4); prepare declarations and exhibits for filing (1.3); correspond with conflicts counsel regarding filing (.7); revise and prepare notice of motion for filing (.6); review and prepare motion to exceed page limits for filing (.4); discussion with J. Haims and others regarding stay motion (3.0).	Baehr, Robert J.	16.10	7,164.50
25-May-2012	Meetings with J. Newton and N. Rosenbaum regarding service issues in connection with adversary proceeding (.5); calls with J. Rosh regarding same (.3); call with M. Loomis (KCC) regarding same (.2); review rules pertaining to same (.5).	Guido, Laura	1.50	420.00
25-May-2012	Review and revise drafts of brief in support of stay motion (2.0), proposed order (.3), notice of motion (.3), and complaint (1.0); discussions and correspondence with M. Gallagher, J. Battle, J. Brown, R. Baehr, N. Rosenbaum and J. Newton about the stay motion (3.0); discussions correspondence R. Baehr, N. Rosenbaum, J. Newton and J. Roy about motion procedures and logistics, including filing and service (1.0); discussions and correspondence about requests to court to file oversized motion and to serve exhibits on CD (.3).	Haims, Joel C.	7.90	6,715.00
25-May-2012	Prepare Motion for Extension of Stay for filing (7.5); review Complaint and prepare exhibits for filings (1.2); Review and update Haims Declaration and exhibits (.5).	Klidonas, Nicolas V.	9.20	2,208.00
25-May-2012	Review exhibits to declaration regarding adversary proceeding and motion.	Kline, John T.	0.50	147.50
25-May-2012	Review and revise stay extension motion.	Lee, Gary S.	1.70	1,657.50
25-May-2012	Fact check draft of Motion to Extend Stay (3.8); provide coverage for finalization of motion papers (1.1).	Miller, Blake B.	4.90	1,249.50
25-May-2012	Meet with R. Baehr and J. Haims et al regarding additional needs related to preparation of filing materials for adversary and motion to extend the stay (.5); discussion with N. Moss regarding same (.2); review updated proposed order related to motion to extend the stay (.1) and review FRBP regarding same (.2); update proposed orders related to the stay extension motion with required ordered paragraphs (.2); meet with B. Miller regarding separate service of motion and process (.3); call with R. Baehr regarding return and objection dates (.2); advise J. Roy and R. Baehr regarding filing procedures for adversary proceeding and motions on ECF (.4).	Newton, James A.	2.10	934.50

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25-May-2012	Review submission to 4th Circuit on pending consolidated Phillips Appeal (.4); meet with W. Thompson and G. Lee and call with J. McIntyre and W. Thompson regarding position on application of automatic stay to pending appeals in Phillips and coordinating efforts (1.2); meet with J. Haims and J. Newton regarding coordination of filing of motion to stay litigation and supporting declarations (1.3); review and comment on motion to stay litigation (1.5); meet with J. Haims to discuss comments and filing of motion (.4); monitor filing of stay motion and related adversary proceeding and respond to questions from managing clerk regarding process (.4); meet with J. Newton and L. Guido to discuss and coordinate service issues (.7).	Rosenbaum, Norman S.	5.90	4,720.00
25-May-2012	Call with J. Haims and R. Baehr regarding motion to extend automatic stay (1.0); assist with issues related to filing and service of same (1.0).	Rothberg, Jonathan C.	2.00	1,190.00
25-May-2012	Review with J. Haims, R. Baehr, J. Newton, and N. Klidonas adversary proceeding complaint and debtors' motion to extend stay and supporting documents (.5); review service of process and service of motion papers upon defendants in adversary proceedings with J. Newton and B. Miller (1.0); draft FRBP 7007.1 corporate ownership statement (1.0); commence adversary proceeding and electronically file adversary proceeding complaint, corporate ownership statement, motion for permission to exceed page limit with proposed order, motion to extend automatic stay with exhibits, declaration of J. Haims with exhibits, declaration of J. Lipps with appendices, declaration of J. Whitlinger with exhibits and declaration of A. Janiczek (3.0).	Roy, Joshua Aaron	5.50	1,540.00
25-May-2012	Draft litigation hold memorandum.	Whitney, Craig B.	2.10	1,438.50
26-May-2012	Review final version of motion to extend stay.	Nashelsky, Larren M.	0.80	780.00
27-May-2012	Distribution of adversary proceeding documents to G. Lee.	Guido, Laura	0.50	140.00
28-May-2012	Review email correspondence regarding litigation stay motion filing.	Haims, Joel C.	0.50	425.00
28-May-2012	Review email from Reed Smith regarding pending 4th Circuit appeal (.5); meeting with W. Thompson, D. Bird and J. McIntyre regarding debtor position on 4th Circuit Appeal (1.0); e-mails with S. Molison regarding advice to local foreclosure counsel on dismissal action (.4); review 11th Circuit decision on lien stripping and related emails and review articles regarding lien stripping (1.4).	Rosenbaum, Norman S.	3.30	2,640.00
29-May-2012	Organize and assemble courtesy copies for Judge Glenn (.5); meet with courier services for delivery of documents to the United States Bankruptcy Court for the Southern District of New York (.1), as per J. Haims.	Chow, York	0.60	102.00

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29-May-2012	Prepare binder of adversary documents for G. Lee.	Guido, Laura	1.00	280.00
29-May-2012	Review motion to stay litigation (1.0); review and revise draft letter to Judge Glenn regarding litigation stay motion (.5); discussions and correspondence with J. Rothberg, J. Newton, J. Roy and N. Rosenbaum regarding service of complaint and motion (1.0); discussions and correspondence with G. Lee and J. Rothberg about litigation stay motion hearing (1.0); review proposed service list (.3); discussions and correspondence with J. Rothberg about the proposed service list (.2); research regarding service issues (1.0); review and revise draft email to counsel regarding service of stay motion (.5).	Haims, Joel C.	5.50	4,675.00
29-May-2012	Assign tasks regarding stay extension motion.	Lee, Gary S.	0.50	487.50
29-May-2012	Discuss service issues related to motion to extend the stay with J. Rothberg (.2); discuss additional logistical and procedural issues regarding service of process, motions and strategy issues related to the Debtors' motion to extend the stay with J. Haims, N. Rosenbaum and J. Rothberg (.3); coordinate finalization of service list, entry of CD service order and service requirements for KCC with R. Baehr (.3); circulate email regarding same to internal team (.1).	Newton, James A.	0.90	400.50
29-May-2012	Review and comment on pleading to be filed in 4th Circuit Appeal regarding application of the stay (.3); emails with S. Molison regarding communication with counsel (.3).	Rosenbaum, Norman S.	0.60	480.00
29-May-2012	Meet with J. Rothberg; J. Newton and J. Haims regarding service and process issues regarding motion to stay litigation.	Rosenbaum, Norman S.	0.50	400.00
29-May-2012	Coordinate issues related to service of complaint and motion to extend automatic stay (3.0); research issues related to same (1.0); meet with J. Haims and J. Roy to discuss same (1.0); begin outlining argument in support of same (1.0).	Rothberg, Jonathan C.	6.00	3,570.00
30-May-2012	Meeting with J. Roy and team regarding discussions with clerk's office (.2); draft updated complaint and prepare for filing (1.4); draft service address lists for complaint and motion (2.6); research international service methods (2.9); research state law regarding service of process and service of interlocutory papers (1.6).	Baehr, Robert J.	8.70	3,871.50
30-May-2012	Email correspondence with attorneys and KCC regarding service of adversary proceeding documents.	Guido, Laura	0.60	168.00

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30-May-2012	Discussions and correspondence with J. Rothberg, J. Newton, R. Baehr and J. Roy regarding service of complaint and motion (1.0); discussions and correspondence with J. Rothberg, J. Newton, R. Baehr and J. Roy regarding revised complaint (1.0); discussions and correspondence with A. Janiczek, J. Whitlinger, J. Brown and J. Rothberg about litigation stay motion hearing and witness preparations (2.0); review proposed service list (.5); discussions and correspondence with J. Rothberg and R. Baehr regarding the proposed service list (.5); research regarding service issues (1.0); review revised complaint caption and discussions with J. Rothberg and R. Baehr regarding same (.5).	Haims, Joel C.	6.50	5,525.00
30-May-2012	Per J. Rothberg and R. Baehr request, prepare materials for service.	Klidonas, Nicolas V.	4.50	1,080.00
30-May-2012	Review letters from FHLB regarding discovery from ResCap and litigation hold.	Lee, Gary S.	0.40	390.00
30-May-2012	Emails to and from counsel to monolines and PLS claimants regarding stay extension.	Lee, Gary S.	0.50	487.50
30-May-2012	Multiple discussions with J. Newton regarding adversary proceeding (3.); revise order seeking to serve documents via CD-ROM (.4); meet with N. Rosenbaum regarding order to serve exhibits by CD (.2).	Moss, Naomi	0.90	454.50
30-May-2012	Call with chambers regarding motion to exceed page limits related to motion to extend the automatic stay (.3); meet with J. Haims, J. Rothberg, N. Moss and R. Baehr regarding additional revisions and updates to adversary complaint related to motion to extend the stay and next steps (.2).	Newton, James A.	0.50	222.50
30-May-2012	Review pending 11 Cir appeal on lien strip and automatic stay issues (.3); call with N. Campbell, K. Priore and C. LaRoche regarding MERs action and defense obligations (1.0).	Rosenbaum, Norman S.	1.30	1,040.00
30-May-2012	Coordinate issues with team related to service of summons and complaint (2.0); edit and update complaint caption per direction of clerk (1.0); review recent filings related to adversary proceeding (.5); discuss adversary case status with J. Haims (.5).	Rothberg, Jonathan C.	4.00	2,380.00
30-May-2012	Meet with J. Haims, J. Rothberg, R. Baehr and J. Newton regarding submission of revised complaint (.1); discuss with R. Baehr regarding revisions to complaint (.3); call with Intake Clerk and Assistant Operations Manager at the U.S. Bankruptcy Court for the Southern District of New York regarding submission of complaint with revised caption (.3); email complaint with revised caption to Assistant Operations Manager at the U.S. Bankruptcy Court for the Southern District of New York (.3).	Roy, Joshua Aaron	1.00	280.00
30-May-2012	Review and comment on revised declaration.	Smith, Andrew M.	0.40	300.00

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31-May-2012	Research service on unauthorized foreign corporations under New York law (.3.6); finalize lists for service of process and motion papers including discussion with team regarding same (.8); prepare process for service (1.7).	Baehr, Robert J.	6.10	2,714.50
31-May-2012	Calls and correspondence with J. Rothberg, J. Newton, R. Baehr and J. Roy regarding service of complaint and motion (1.0); conversations and correspondence with A. Janiczek, J. Whitlinger, J. Brown and J. Rothberg about litigation stay motion hearing and witness preparations (1.0); review proposed service list (.2); discussions and correspondence with J. Rothberg and R. Baehr regarding proposed service list (.3); research regarding service issues (.5); review Carpenter Lipps research memorandum regarding stay issues (.5); discussions with T. Smith and J. Battle regarding oral argument on motion to dismiss in FHLB case (.5).	Haims, Joel C.	4.00	3,400.00
31-May-2012	Per J. Rothberg and R. Baehr request, review and prepare materials for service.	Klidonas, Nicolas V.	3.50	840.00
31-May-2012	Meet with J. Haims regarding stay extension motion and witness affidavits.	Lee, Gary S.	0.30	292.50
31-May-2012	Prepare for and call with J. Laney regarding declaration in connection with adversary proceeding.	Smith, Andrew M.	0.50	375.00
<b>Total: 018</b>	<b>Litigation (Other)</b>		<b>497.50</b>	<b>292,467.00</b>

#### Government/Regulatory

14-May-2012	Email correspondence with L. Reichel and others regarding receipt of "default without extinguishment" notice from Ginnie Mae (.1); review default notice terms and compare same to pre-petition correspondence from Ginnie Mae regarding proposed content of notice (.5); review and analyze APA notice provisions in connection with same (.6).	Kohler, Kenneth E.	1.20	912.00
15-May-2012	Email correspondence with L. Reichel and others regarding receipt of default notice from Ginnie Mae (.5); prepare and transmit formal notices to Ally Financial and Nationstar regarding same (4.2); email correspondence exchange with H. Benton of Ally Bank regarding Ginnie Mae default letter (.6); prepare for and participate in call with representatives of Skadden (counsel for Barclays, DIP lender) regarding Ginnie Mae default letter (.8); legal research and analysis regarding Barclays request to publicly disclose Ginnie Mae default letter to DIP bank lending group(.5); email correspondence and call with interested parties, T. Goren and G. Peck regarding same (.2).	Kohler, Kenneth E.	6.80	5,168.00
16-May-2012	Meeting with Dorsey regarding government investigations and subpoenas (.2); review summary memorandum from C. Lipps regarding same (.1); discuss with J. Haims regarding same (.2).	Levitt, Jamie A.	0.50	437.50

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16-May-2012	Participate in calls concerning the request for Congressional hearings (the House Financial Services committee) on Ally and the Rescap Chapter 11 filing (1.8); research in connection with same (.9); prepare analysis of the likely impact that such hearings would have on the timing and outcome of the Chapter 11 proceeding (1.1); respond to question concerning addressing GNMA (.3).	Tanenbaum, James R.	4.10	4,079.50
17-May-2012	Attend meeting with personnel from ResCap, Centerview and MoFo regarding appropriate responses to concerns of Ginnie Mae, Fannie Mae and Freddie Mac regarding BK process.	Evans, Nilene R.	1.20	912.00
17-May-2012	Conversations and correspondence regarding SEC investigation, request for Tolling Agreement and weekly SEC call.	Haims, Joel C.	1.50	1,275.00
17-May-2012	Prepare for and participate in call with MoFo internal team and K. Chopra (Centerview) regarding ongoing discussions with Ginnie Mae.	Kohler, Kenneth E.	0.60	456.00
17-May-2012	Discussion with T. Marano about handling of GNMA (.3); calls with Company concerning possible congressional hearing on Ally (1.0).	Tanenbaum, James R.	1.30	1,293.50
18-May-2012	Email correspondence and call with L. Reichel regarding FHA and VA notices and status of regulatory issues.	Kohler, Kenneth E.	0.30	228.00
18-May-2012	Call and correspondence to R. Maddox (Regulatory counsel) regarding HELOC communications with states attorneys.	Marinuzzi, Lorenzo	0.40	346.00
21-May-2012	Consider SEC subpoenas and approach to same (.5); prepare for and attend call with state AGs and CSBS members with client (.9)	Lee, Gary S.	1.40	1,365.00
21-May-2012	Prepare for and participate in call with DOJ/HUD/50 State Attorneys General and other regulators regarding Chapter 11 filings and effect on DOJ/AG settlement and Consent Orders (1.1); discussions with R. Maddox regarding same (.2).	Nashelsky, Larren M.	1.30	1,267.50
21-May-2012	Respond to ResCap questions on DOJ settlement and follow-up.	Tanenbaum, James R.	1.10	1,094.50
22-May-2012	Client call regarding regulatory subpoenas and compliance with same, cost allocations and common interest privilege.	Lee, Gary S.	0.90	877.50
23-May-2012	Call with R. Maddox regarding communications with regulators and upcoming calls and meetings with HUD/DOJ/etc.	Nashelsky, Larren M.	0.80	780.00
23-May-2012	Prepare for release of Federal Reserve letter and provide advice to ResCap on same.	Tanenbaum, James R.	1.10	1,094.50
25-May-2012	Call with treasury regarding accounting of loan purchases.	Peck, Geoffrey R.	0.90	616.50

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29-May-2012	Correspondence with J. Lipps regarding SEC tolling agreement request and government investigations (.5) meeting with R. Fons regarding SEC tolling and government investigations (.5).	Levitt, Jamie A.	1.00	875.00
30-May-2012	Emails regarding discussions with DOJ and AGs regarding Purchase Agreement.	Lee, Gary S.	0.20	195.00
30-May-2012	Review matters concerning compliance with consent order on robo-signing (.5); call with counsel for PWC regarding need for continued loan portfolio review (.5).	Marinuzzi, Lorenzo	1.00	865.00
<b>Total: 019</b>	<b>Government/Regulatory</b>		<b>27.60</b>	<b>24,138.00</b>

#### **Customer and Vendor Matters**

16-May-2012	Review and revisions to notice to HELOC borrowers, consider additions requested by Judge Peck (.9); review status of proposed first day orders sent to UST and sent to Court (1.0).	Marinuzzi, Lorenzo	1.90	1,643.50
16-May-2012	Discussion with B. Xu, Maverick Capital, regarding case (.1); work on utilities notice list (.9); draft utilities notice of hearing (1.1); revise the order to reflect UST comments (.5).	Moss, Naomi	2.60	1,313.00
18-May-2012	Two calls with S. Small regarding foreclosure of his home by GMAC Mortgage and related litigation proceedings.	Moss, Naomi	0.90	454.50
18-May-2012	Address inquiries from outside attorneys regarding continuation of foreclosure proceedings (.2); follow-up email regarding the same.	Newton, James A.	0.40	178.00
21-May-2012	Call with L. Saunders regarding her inquiries (.2); review documents and meet with N. Rosenbaum regarding S. Small's foreclosure proceedings (.4).	Moss, Naomi	0.60	303.00
23-May-2012	Call with S. Small regarding foreclosure of his home.	Moss, Naomi	0.20	101.00
24-May-2012	Discussion with customer whose mortgage is being modified.	Moss, Naomi	0.50	252.50
29-May-2012	Respond to numerous mortgage customer and general creditor inquiries regarding status of case.	Crespo, Melissa M.	1.90	722.00
29-May-2012	Call with homeowner regarding notices she received (.2); call with homeowners regarding notices they received in the case (S. Brown, Access Property Management, K. Duff, W. Walker, S. Maynard, K. Nussmith, P. Anderson) (1.6); call with homeowner regarding the bankruptcy (.1); call with multiple homeowners regarding notice of commencement and other related notices that they have been receiving in the case (.5).	Moss, Naomi	2.40	1,212.00
29-May-2012	Review email from counsel for borrower under GMACM held mortgage regarding deed in lieu of foreclosure (.2) and address same (.2).	Newton, James A.	0.40	178.00

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30-May-2012	Respond to numerous mortgage customer and general creditor inquiries regarding status of case.	Crespo, Melissa M.	2.40	912.00
30-May-2012	Calls with borrowers regarding notice of commencement and HELOC termination.	Marinuzzi, Lorenzo	0.50	432.50
30-May-2012	Multiple calls with homeowners regarding the notice of commencement and status of the case (.8); multiple calls with various homeowners regarding notices that they received in the case (1.1).	Moss, Naomi	1.90	959.50
30-May-2012	Assist in responding to calls from homeowners.	Wishnew, Jordan A.	0.30	204.00
31-May-2012	Call with homeowner regarding the notice of commencement and meeting of Creditors (1.0); calls with homeowners regarding notices in the case (.7).	Moss, Naomi	1.00	505.00
31-May-2012	Address client query on vendor payments (.4); review and revise call center Q&A (.3).	Wishnew, Jordan A.	0.70	476.00
<b>Total: 020</b>	<b>Customer and Vendor Matters</b>		<b>18.60</b>	<b>9,846.50</b>

#### Communication with Creditors

14-May-2012	Participate in calls with various creditors and parties in interest regarding chapter 11 filing.	Freimuth, Renee L.	1.20	798.00
14-May-2012	Emails to and from creditors regarding hearings, motions and timing.	Lee, Gary S.	1.40	1,365.00
15-May-2012	Emails with N. Moss and J. Newton regarding creditor calls.	Freimuth, Renee L.	0.20	133.00
15-May-2012	Emails to and from counsel to creditors regarding relief sought in first days and resolution of issues raised by them.	Lee, Gary S.	0.80	780.00
15-May-2012	Correspondence and calls with J. Ashmead, counsel for Wilmington Trust regarding successor trustee role (.5); review proposed assignment agreement for indenture (.5); correspondence with T. Hamzehpour regarding role of WTC and request for transfer (.4); call with R. Bernard regarding creditors' committee formation meeting details (.3).	Marinuzzi, Lorenzo	1.70	1,470.50
17-May-2012	Prepare for (.4) and participate on call with Kramer Levin regarding background info/general case issues (1.2); correspondence with KL regarding contact list and conflict list and other document requests (.5); review forms for Confi Agreement with Committee (.6) and discuss with E. Richards regarding same (.2).	Goren, Todd M.	2.90	2,102.50
17-May-2012	Call with Kramer Levin and A. Princi regarding proposed counsel to UCC.	Lee, Gary S.	1.20	1,170.00
17-May-2012	Meetings with A. Hoffer and G. Lee regarding Ally claims analysis for Creditors Committee (.7); prepare and review materials regarding same (1.8); discuss with C. Whitney regarding preparation of presentation for Committee (.5).	Levitt, Jamie A.	3.00	2,625.00

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17-May-2012	Prepare for and participate in call with Committee counsel from Kramer Levin to discuss process and important first day motions and orders.	Marinuzzi, Lorenzo	1.20	1,038.00
17-May-2012	Prepare for and participate in call with Kramer Levin regarding overview of case.	Nashelsky, Larren M.	1.70	1,657.50
17-May-2012	Meeting with G. Lee regarding coordination with Committee counsel.	Princi, Anthony	0.30	292.50
17-May-2012	Correspondence with Committee counsel regarding retention of professionals and interim first day orders (.1.3); draft Confidentiality Agreement between the Committee and the Debtors (.6); and discuss same with T. Goren (.2).	Richards, Erica J.	2.10	1,249.50
18-May-2012	Discussion with G. Uzzi regarding various case issues.	Goren, Todd M.	0.40	290.00
18-May-2012	Prepare for meeting with counsel to independent directors regarding presentation to UCC.	Lee, Gary S.	2.60	2,535.00
18-May-2012	Correspondence with J. Adams regarding hearing on sale procedures (.4); correspondence to/from US bank representative regarding notices (.3); call and correspondence with class action counsel regarding filing and notices (.4); correspondence from Iowa county clerk requestion parcel identification (.2).	Marinuzzi, Lorenzo	1.30	1,124.50
18-May-2012	Call with RMBS certificate holder regarding terms of Settlement Agreement.	Princi, Anthony	0.80	780.00
21-May-2012	Prepare materials for counsel to OCC regarding claims analysis and settlements.	Lee, Gary S.	1.60	1,560.00
21-May-2012	Prepare for meeting with counsel for independent directors regarding Ally settlement presentation to Creditor committee (.5); review draft presentation (.2); meeting with A. Hoffinger and C. Whitney regarding same (2.2); correspondence with team regarding same (.1).	Levitt, Jamie A.	3.00	2,625.00
21-May-2012	Call with Committee counsel regarding HELOC's and sale (.4); call and correspondence with K. Chopra regarding creation of slide for Committee to explain HELOC process, etc. (.6); review issues raised by Committee counsel on HELOC funding (impact on servicing, value) for discussion with Committee professionals and team (.9).	Marinuzzi, Lorenzo	1.90	1,643.50
21-May-2012	Email to A. Princi regarding distribution of incoming calls from creditors.	Molison, Stacy L.	0.10	56.50
21-May-2012	Numerous discussions with counsel to Creditors Committee regarding first day motions and timing issues.	Nashelsky, Larren M.	0.90	877.50
21-May-2012	Correspondence with counsel for the Committee regarding status of document requests.	Richards, Erica J.	0.80	476.00
21-May-2012	Prepare draft confidentiality agreement with the Committee.	Richards, Erica J.	2.90	1,725.50

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22-May-2012	Compile documents used in affiliate transaction review to be included in committee presentation.	Kumar, Neeraj	2.20	979.00
22-May-2012	Work on confidentiality agreement with OCC. Review presentation for committee regarding Ally settlement (1.1) Call with A. Hoffinger and J. Levitt regarding preparation for presentation of Ally claims analysis to Creditor Committee counsel (.2);	Lee, Gary S.	1.80	1,755.00
22-May-2012	Draft power point presentation for Creditors Committee counsel regarding Ally claims investigation and settlement (3.0); meeting with A. Hoffinger and G. Lee regarding preparation for presentation of Ally claims analysis to creditor committee counsel (.5); discussions and correspondene with C. Whitney regarding research and revisions to Creditor Committee presentation regarding Ally claims investigation (1.0).	Levitt, Jamie A.	4.50	3,937.50
22-May-2012	Review materials for agenda for Committee professionals' meeting (.5); review with Company advisors matters required for Committee agenda (.2).	Marinuzzi, Lorenzo	0.70	605.50
23-May-2012	Call with counsel to OCC regarding hearing dates, confidentiality agreements and provision of information.	Lee, Gary S.	0.50	487.50
23-May-2012	Review of committee confidentiality agreement (.6); call with counsel to Ally regarding materials provided to ResCap for committee presentation (.2).	Lee, Gary S.	0.80	780.00
23-May-2012	Review and revise powerpoint presentation to committee regarding Ally claims analysis and settlement (4.0); meetings with A. Hoffinger and C. Whitney regarding revisions to presentation to committee regarding Ally claims analysis and settlement (1.0); review draft slides regarding independent directors/Ally settlement negotiations (1.0).	Levitt, Jamie A.	6.00	5,250.00
23-May-2012	Discussions with Kramer Levin regarding timing of professionals meeting and overview of case.	Nashelsky, Larren M.	0.70	682.50
23-May-2012	Review and comment on draft Committee presentation of Ally claims settlement and value of these claims asset to the ResCap estate.	Tanenbaum, James R.	3.10	3,084.50
23-May-2012	Revise presentation materials for meeting with Unsecured Creditors' Committee (2.0); draft Confidentiality Agreement for production of materials related to Ally settlement (1.9); discussion with A. Hoffinger and J. Levitt regarding revisions to presentation to Committee regarding Ally claims analysis and settlement (1.0).	Whitney, Craig B.	4.90	3,356.50
24-May-2012	Review slides and materials for Committee presentation.	Hoffinger, Adam S.	1.00	895.00

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24-May-2012	Review Ally claims analysis draft presentation and prepare for meeting with independent directors and A. Hoffinger and G. Lee (1.5); review slides from Morrison & Cohen regarding Ally settlement negotiations (.5); meetings with C. Whitney and A. Hoffinger regarding revisions to presentation to Creditors Committee regarding Ally settlement and claims analysis (1.0); work on presentation to Creditors Committee regarding Ally settlement and claims analysis (2.0).	Levitt, Jamie A.	5.00	4,375.00
24-May-2012	Call with Trenton Michigan Taxing authorities regarding the taxes motion (.3); call with K. Riddle regarding bankruptcy documents received (.3).	Moss, Naomi	0.60	303.00
25-May-2012	Review e-mails regarding Confidentiality Agreement and related matters.	Hoffinger, Adam S.	0.20	179.00
25-May-2012	Work on OCC Confidentiality Agreement.	Lee, Gary S.	0.60	585.00
25-May-2012	Various discussions with Kramer Levin regarding first day motion issues.	Nashelsky, Larren M.	0.50	487.50
29-May-2012	Forward all intercompany balance data to Committee counsel (.2); email T. Goren and M. Renzi (FTI) regarding same (2).	Barrage, Alexandra S.	0.40	278.00
29-May-2012	Review and analyze issues in connection with presentation to Committee regarding Ally investigation and settlement (.9); emails to Committee counsel regarding Confidentiality Agreement, Ally Settlement and Servicing Motion and discussions with team regarding same (.3).	Lee, Gary S.	1.20	1,170.00
29-May-2012	Meeting with G. Lee regarding revisions to presentation to Committee regarding Ally claims analysis and presentation (.5); meeting with C. Whitney regarding revisions to presentation to Committee regarding Ally claims analysis and presentation (.6); work on presentation to UCC regarding Ally claims analysis and presentation (1.0).	Levitt, Jamie A.	2.10	1,837.50
29-May-2012	Review HELOC materials prepared by Centerview (.4); correspondence to/from Kramer Levin and K. Chopra regarding HELOC materials for Committee (.2).	Marinuzzi, Lorenzo	0.60	519.00
29-May-2012	Meet with J. Levitt regarding Ally settlement presentation for Committee.	Whitney, Craig B.	0.50	342.50
30-May-2012	Email to counsel for Committee regarding employee matters (.1); call with for Committee counsel regarding employee wages motion and KEIP-KERP (.8).	Lee, Gary S.	0.90	877.50
30-May-2012	Correspondence with counsel to AMBAC regarding meeting on claims.	Nashelsky, Larren M.	0.30	292.50
30-May-2012	Call with Committee counsel to discuss issues with Employee motion.	Pintarelli, John A.	0.90	589.50

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30-May-2012	Call with T. Goren, N. Moss and D. Mannal regarding servicing issues, reporting requests (.1); follow up call with E. Daniels regarding same (.6).	Richards, Erica J.	0.70	416.50
31-May-2012	Call with Committee counsel regarding Confidentiality Agreement and Ally Settlement (.2); call with MBIA counsel (.1).	Lee, Gary S.	0.30	292.50
31-May-2012	Work on powerpoint presentation to Committee regarding Ally claims investigation (2.0); internal meetings with team regarding revisions to Committee presentation regarding same (1.0).	Levitt, Jamie A.	3.00	2,625.00
31-May-2012	Revise presentation of Ally Settlement to unsecured creditors' committee (3.5); meeting with J. Levitt regarding same (1.0).	Whitney, Craig B.	4.50	3,082.50
<b>Total: 022</b>	<b>Communication with Creditors</b>		<b>82.50</b>	<b>68,440.50</b>

#### Meetings of Creditors

14-May-2012	Call with B. Masumoto regarding unsecured creditor committee and information requested regarding same (.5); prepare creditor claim breakdown and materials per UST office request (2.9).	Lee, Gary S.	3.40	3,315.00
14-May-2012	Coordinate with US Trustee on scheduling of Committee Formation meeting and obtaining updated company information for service of notice.	Marinuzzi, Lorenzo	0.80	692.00
15-May-2012	Meet with B. Masumoto regarding committee formation (.5); prepare materials for UST in connection with UCC formation (1.7).	Lee, Gary S.	2.20	2,145.00
16-May-2012	Prepare for meeting with UST regarding creditors claims.	Lee, Gary S.	0.90	877.50
16-May-2012	Attend UCC organizational meeting, respond to question from UST and creditors.	Lee, Gary S.	5.50	5,362.50
16-May-2012	Attend creditors meeting (.8); meeting with team regarding Committee (.2).	Levitt, Jamie A.	1.00	875.00
16-May-2012	Attend organizational meeting of Committee (4.0); meet with US Trustee and various creditors (2.0).	Marinuzzi, Lorenzo	6.00	5,190.00
16-May-2012	Prepare for (.5) and attend organizational meeting of creditors (3.0); revise chart of large litigation outstanding and circulate to US Trustee (1.2).	Martin, Samantha	4.70	2,796.50
16-May-2012	Prepare for and attend ResCap organizational meeting of creditors, discussions with various creditors, professionals and US Trustee's office.	Nashelsky, Larren M.	3.40	3,315.00
17-May-2012	Prepare for meeting with Unsecured Creditors committee (4.0); meeting with J. Levitt regarding upcoming meeting with Unsecured Creditors committee (.5).	Whitney, Craig B.	4.50	3,082.50
18-May-2012	Prepare presentation for meeting with unsecured creditors.	Whitney, Craig B.	5.40	3,699.00

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20-May-2012	Prepare for meeting with independent director counsel regarding Creditor Committee presentation review Ally Claims Investigation materials, powerpoint presentations, memoranda, and draft complaint.	Levitt, Jamie A.	3.50	3,062.50
20-May-2012	Revise presentation to unsecured creditors committee (4.0); draft correspondence regarding presentation to unsecured Creditors Committee (.5).	Whitney, Craig B.	4.50	3,082.50
21-May-2012	Meeting with J. Moldovan et al. and J. Levitt and G. Lee regarding Ally statement (2.2); review materials regarding claims v. Ally (1.2).	Hoffinger, Adam S.	3.40	3,043.00
21-May-2012	Provide background information for Ally claims analysis project for creditors' committee presentation.	Welch, Edward M.	1.00	655.00
21-May-2012	Attend meeting with independent directors' counsel regarding upcoming meeting with Unsecured Creditors Committee counsel and discussion with J. Levitt and A. Hoffinger regarding same (2.0); research equitable subordination legal framework for presentation (.8); research legal issues regarding fraudulent conveyance for presentation (.6); research legal issues regarding veil piercing and substantive consolidation for presentation (1.5); revise presentation to Unsecured Creditors Committee (3.0).	Whitney, Craig B.	7.90	5,411.50
22-May-2012	Call with J. Levitt and G. Lee regarding preparation for presentation of Ally claims analysis to Creditor Committee Counsel. Draft slides for committee presentation (1.0); review e-mails and materials regarding claims (.9).	Hoffinger, Adam S.	2.10	1,879.50
23-May-2012	Meeting with C. Whitney and J. Levitt regarding revisions to committee presentation regarding Ally claims and settlement.	Hoffinger, Adam S.	1.00	895.00
23-May-2012	Call with Kramer Levin to review status of final hearings on first days and meeting agenda (.5); review and revise agenda for proposed meeting with Committee professionals (.4).	Marinuzzi, Lorenzo	0.90	778.50
23-May-2012	Revise agenda for upcoming meeting with Committee (.5); correspondence with N. Moss and L. Nashelsky regarding same (.1).	Martin, Samantha	0.60	357.00
23-May-2012	Revise the memorandum summary of matters to be discussed at the meeting with the committee professionals.	Moss, Naomi	0.30	151.50
23-May-2012	Prepare memorandum in connection with the meeting of creditors.	Moss, Naomi	0.80	404.00
24-May-2012	Review and revise agenda for Committee meeting (.3); correspondence with A. Princi, G. Lee, and N. Moss regarding same (.2); discuss agenda with N. Moss (.1).	Martin, Samantha	0.60	357.00

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24-May-2012	Revise the Agenda for Committee meeting (.3); prepare agenda and other documents and discuss with L. Nashelsky for the 5/29 meeting with the committee (.7).	Moss, Naomi	1.00	505.00
24-May-2012	Email exchange with S. Martin and G. Lee regarding agenda for meeting with UCC.	Princi, Anthony	0.40	390.00
25-May-2012	Call with R. Ringer regarding agenda for Tuesday's meeting with the Committee (.2); prepare for committee professionals meeting (.6).	Moss, Naomi	0.80	404.00
25-May-2012	Prepare for initial meeting with creditors.	Tanenbaum, James R.	2.10	2,089.50
28-May-2012	Prepare for hearing with the Committee Professionals, including multiple emails with R. Ringer, counsel to the Committee and emails with S. Martin regarding same (.5); revise agenda (.3).	Moss, Naomi	0.80	404.00
29-May-2012	Prepare for (.5) and participate in meeting with Creditor Committee advisors (4.6); meeting with Centerview and FTI regarding follow up on same (.5).	Goren, Todd M.	5.60	4,060.00
29-May-2012	Meet with counsel to Committee and Committee advisors.	Lee, Gary S.	4.50	4,387.50
29-May-2012	Prepare for Committee meeting, review agenda and updates on business points (.7); attend meeting with Committee advisors (4.5); meet with Centerview regarding Committee follow-up (.7).	Marinuzzi, Lorenzo	5.90	5,103.50
29-May-2012	Prepare for (.7) and participate in meeting with Kramer Levin, Alix Partners, Moelis, MoFo, Centerview, and FTI (4.1); follow up meeting with MoFo and Centerview (.3).	Martin, Samantha	5.10	3,034.50
29-May-2012	Attend follow up with L. Nashelsky, T. Goren, L. Marinuzzi, S. Martin, K. Chopra following meeting with the Committee (.5); attend meeting with Creditors' Committee professionals (4.5); prepare for meeting with the Committee (review entered orders, emails with R. Ringer from Kramer Levin) (2.5).	Moss, Naomi	7.50	3,787.50
29-May-2012	Prepare for (.5) and attend meeting with Committee advisors regarding overview of case, first day motions, etc. (4.8); follow up meeting and discussions with Debtors advisors regarding same (.9).	Nashelsky, Larren M.	6.20	6,045.00
29-May-2012	Partial attendance of initial creditors' committee meeting.	Tanenbaum, James R.	2.90	2,885.50
31-May-2012	Meet with Committee counsel regarding 2004 request regarding Ally Settlement.	Lee, Gary S.	0.20	195.00
<b>Total: 023</b>	<b>Meetings of Creditors</b>		<b>107.40</b>	<b>84,718.00</b>

#### Employee Matters

14-May-2012	Address issue concerning retention arrangements relating to executives.	Tanenbaum, James R.	1.30	1,293.50
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15-May-2012	Respond to question from management concerning directors and officers liability insurance coverage.	Tanenbaum, James R.	0.40	398.00
16-May-2012	Update KEIP/KERP motion to include revised employee data.	Pintarelli, John A.	0.90	589.50
17-May-2012	Review FTI revisions to declaration for KEIP/KERP motion (.1.3); discussion with J. Wishnew regarding same (.8); call with FTI regarding same (.2).	Levitt, Jamie A.	2.30	2,012.50
17-May-2012	Correspond with FTI on draft supporting declaration including meeting with J. Levitt regarding FTI revisions to declaration for KEIP/KERP motion.	Wishnew, Jordan A.	1.20	816.00
18-May-2012	Correspond with A. Janiczek on key employee timeline.	Wishnew, Jordan A.	0.20	136.00
20-May-2012	Address key employee issues with FTI & Mercer.	Wishnew, Jordan A.	0.30	204.00
21-May-2012	Review emails (.2) and materials (.7) from J. Wishnew and FTI regarding employee incentive plans and motion regarding same.	Freimuth, Renee L.	0.90	598.50
21-May-2012	Advice concerning retention of senior officers.	Tanenbaum, James R.	0.70	696.50
21-May-2012	Analysis of key employee questions with A. Janiczek and review and revise draft motion and supporting declarations.	Wishnew, Jordan A.	2.60	1,768.00
22-May-2012	Coordinate preparation of chart of D&O titles (.8); research related to 503(c) and severance plans (2.2). Meet with R. Freimuth to review analysis needed in connection with employee incentive plans (.2).	Crespo, Melissa M.	3.20	1,216.00
22-May-2012	Meet with J. Wishnew regarding insider analysis and employee incentive plans (.4); meet with M. Crespo to review analysis needed in connection with same (.2); review research relating to key employment incentive plans in connection with formulation of plans (1.2); emails with N. Moss and J. Wishnew regarding new dates motion for key employee incentive plan motion (.1).	Freimuth, Renee L.	1.90	1,263.50
22-May-2012	Retrieval and distribution of key employee incentive and retention programs from SDNY case.	Guido, Laura	0.30	84.00
22-May-2012	Prepare employee retention chart for M. Crespo (3.0); compare and contrast to D&O Chart (.7).	Kline, John T.	3.70	1,091.50
22-May-2012	Call with Mercer and J. Wishnew regarding Mercer declaration (.3); revise and update draft Mercer declaration in support of the Debtors' KEIP and KERP motions (1.2); draft email to FTI regarding KEIP and KERP issues related to the draft Dempsey declaration (.3); call with M. Laber of FTI regarding same (.2); review prior KEIP motion, transcript and opinion (.6).	Newton, James A.	2.60	1,157.00
22-May-2012	Discuss open issues related to KEIP/KERP with J. Wishnew.	Pintarelli, John A.	0.20	131.00

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22-May-2012	Address key employee issues with outside advisors. Meet with R. Freimuth regarding insider analysis and employee incentive plans. Discuss open issues related to KEIP/KERP with J. Pintarelli.	Wishnew, Jordan A.	1.90	1,292.00
23-May-2012	Update employee chart to reflect recent board changes.	Crespo, Melissa M.	0.90	342.00
23-May-2012	Initial review of insider analysis from M. Crespo in connection with employee incentive plan (.3); emails with M. Crespo and J. Wishnew regarding same (.1).	Freimuth, Renee L.	0.40	266.00
23-May-2012	Finalize spreadsheet of D&O parties for M. Crespo.	Kline, John T.	4.20	1,239.00
23-May-2012	Assign projects regarding keip-kerp program and motion to approve same.	Lee, Gary S.	0.60	585.00
23-May-2012	Call with A. Janiczek on compensation and severance and follow-up with J. Pintarelli (.7); review APA and consult provision related to employee plans (.3); review edits to FTI supporting declaration (.3); review corporate structure chart for exhibit to KEIP/KERP motion (.2).	Wishnew, Jordan A.	1.50	1,020.00
24-May-2012	Research related to 503(c) and retention plans (5.9); coordinate update to employee spreadsheet with J. Kline (.6); review and analysis of same (1.0) and revise to reflect additional director appointments (.9).	Crespo, Melissa M.	8.40	3,192.00
24-May-2012	Analysis of population relating to employee incentive plan (3.3); meeting with J. Wishnew to review open issues with same (.6); additional review of memos and case law on employee incentive plans (2.3); emails and calls with M. Crespo regarding employee analysis (.2); call with J. Newton regarding insider standards for KEIP and KERP analysis (.1).	Freimuth, Renee L.	6.50	4,322.50
24-May-2012	Prepare spreadsheet of officers for R. Freimuth.	Kline, John T.	1.70	501.50
24-May-2012	Review FTI declaration regarding KEIP/KERP motion (1.0); correspondence with J. Wisnew regarding KEIP/KERP motion (.4).	Levitt, Jamie A.	1.40	1,225.00
24-May-2012	Call with R. Freimuth regarding insider standards for KEIP and KERP analyses (.1); follow-up email regarding the same (.1).	Newton, James A.	0.20	89.00
24-May-2012	Call with company and FTI regarding KEIP/KERP motion and affidavits and declarations in support.	Pintarelli, John A.	1.00	655.00
24-May-2012	Call with M. Hager and K. Chopra on support for employee plans (1.1); work with R. Freimuth on plan populations (.7); correspond with client on ERSP issue (.2); respond to client on sales-related issue (.2); review exemplars from other cases (.5).	Wishnew, Jordan A.	2.70	1,836.00
25-May-2012	Additional research regarding 503(c) and severance payments (2.6) and prepare summary of same (1.7).	Crespo, Melissa M.	4.30	1,634.00
25-May-2012	Continued analysis of issues relating to retention plan population (.9); review charts regarding same (.2); emails with J. Wishnew regarding same (.2).	Freimuth, Renee L.	1.30	864.50

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25-May-2012	Call with Company to discuss issues related to spot bonus program.	Pintarelli, John A.	0.50	327.50
25-May-2012	Respond to client on ERSP and separation questions (.4); calls with HR on consumer lending issue and review APA for operational restrictions (1.1); discussion with M. Laber on NewCo plan details and arguments (.7); review 503c2 analysis (.4); review and provide client with comments on former employee communication (.4); review insider issues (.2).	Wishnew, Jordan A.	3.20	2,176.00
29-May-2012	Emails with J. Wishnew regarding open issues with KERP analysis.	Freimuth, Renee L.	0.20	133.00
29-May-2012	Call with HR on APA compliance issue and follow up with M. Laber (.6); review Kodak KERP transcript (.4); call with A. Janiczek and A. Steinman on numerous employee matters (1.0); review updated plan slides and circulate to professionals (.5); address termination and reimbursement issues (.2); address benefit transition issues with N. Evans (.2).	Wishnew, Jordan A.	2.90	1,972.00
30-May-2012	Emails with J. Wishnew regarding open issues with retention plan analysis (.1); review additional research in connection with finalizing population for employee incentive plan (1.3).	Freimuth, Renee L.	1.40	931.00
30-May-2012	Meeting with J. Wishnew regarding design of KEIP-KERP program (.4); work on projects regarding costs of employee programs (.3);	Lee, Gary S.	0.40	390.00
30-May-2012	Call with J. Dempsey (Mercer) and J. Wishnew regarding KEIP/KERP (.5).	Newton, James A.	0.50	222.50
30-May-2012	Call with FTI and Company to discuss revisions to KEIP/KERP plan.	Pintarelli, John A.	1.40	917.00
30-May-2012	Advice on employee matter relating to S. Abreu, T. Marano and J. Whitlinger.	Tanenbaum, James R.	0.80	796.00
30-May-2012	Call with A. Steinman regarding benefit transition issues (.1); calls with Mercer regarding supporting declaration (.7); call with client on structure of employee plans (.9); call with UCC regarding details of employee first day motion and follow-up discussions (1.2); prepare document list for FTI related to UCC request (.4); review employee job descriptions (.5); address reimbursement issues (.9).	Wishnew, Jordan A.	4.70	3,196.00
31-May-2012	Call with J. Wishnew, A. Janiczek, G. Crowley and A. Stein regarding analysis of employee incentive plan population (1.0); review population and related employee information in connection with same (.7); emails with J. Wishnew regarding open issues with employee population (.2).	Freimuth, Renee L.	1.90	1,263.50

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31-May-2012	Review-respond to client requests regarding employee benefit matters (.7); review materials for Committee counsel regarding employee wages, salaries, benefits and costs (1.1); assign tasks regarding KEIP-KERP and regarding materials for OCC regarding employee benefits (.5).	Lee, Gary S.	2.30	2,242.50
31-May-2012	Correspond with client on identifying insiders (1.4); prepare for final hearing (.3); address ordinary employee benefit and retention issues and employee incentive plan population with R. Freimuth, A. Janiczek, G. Crowley and A. Stein (.8); correspond with Mercer on plan analysis (.2); address compensation payment issues (1.3); correspond with client and consultants on details of KEIP-KERP analysis (1.6).	Wishnew, Jordan A.	5.60	3,808.00
<b>Total: 024</b>	<b>Employee Matters</b>		<b>85.50</b>	<b>50,894.00</b>

#### Discovery or Rule 2004 Requests

21-May-2012	Revise interview memoranda for production to Creditor's Committee (2.6); collect and analyze ResCap board minutes, with supporting documents, Ally productions, and complaints filed against Ally and debtor entities for production to Creditor's Committee (1.5).	Clark, Daniel E.	4.10	2,439.50
22-May-2012	Analysis of documents for production, propose processing steps and communicate with legal team (1.0); outsource document for processing into Concordance database, communicate processing specs to vendor (.2).	Bergelson, Vadim	1.20	342.00
22-May-2012	Email with G. Thomsen, C. Whitney, and J. Levitt regarding document requests from Creditor's Committee (.4); review ResCap board minutes, with supporting documents, Ally productions, and complaints filed against Ally and debtor entities for production to Creditor's Committee (1.2).	Clark, Daniel E.	1.60	952.00
22-May-2012	Correspondence with E. Daniels and B. Weingarten regarding provision of requested documents to the Committee.	Richards, Erica J.	0.30	178.50
23-May-2012	Analysis of documents for production, propose processing steps and communicate with legal team (1.0); outsource document for processing into Concordance database, communicate processing specs to vendor (2.0); setup review Concordance database, process data, update image base and search index (1.2).	Bergelson, Vadim	4.20	1,197.00
23-May-2012	Analysis of materials for production to counsel for Unsecured Creditors' Committee.	Whitney, Craig B.	3.20	2,192.00
24-May-2012	Email with C. Whitney regarding document requests from Creditor's Committee (.2); analysis of documents in production database for Creditors Committee production (1.3).	Clark, Daniel E.	1.50	892.50

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24-May-2012	Draft letter to committee counsel regarding discovery requests (.7); review correspondence from L. Marinuzzi regarding committee discovery request (.1); review committee discovery request and associated correspondence (.3); review comments to committee counsel letter and draft appropriate revisions (.2).	Engelhardt, Stefan W.	1.30	1,105.00
24-May-2012	Review Committee document request (.5) and discussion with team (.3) and K. Chopra (.3) regarding same.	Goren, Todd M.	1.10	797.50
24-May-2012	Discussion with L. Marinuzzi regarding response to Committee discovery demands.	Haims, Joel C.	0.40	340.00
24-May-2012	Review document requests from OCC counsel regarding first day motions.	Lee, Gary S.	0.90	877.50
24-May-2012	Review Committee request for documents and testimony (.6); discussion with J. Haims regarding response to committee discovery demands (.4).	Marinuzzi, Lorenzo	1.00	865.00
24-May-2012	Review Creditors Committee document request regarding DIP and Sale Procedures (.4); discussions with team regarding response (.3); discussions with K. Chopra regarding same (.3).	Nashelsky, Larren M.	1.00	975.00
24-May-2012	Analysis of materials for disclosure to counsel for Unsecured Creditors' Committee.	Whitney, Craig B.	2.20	1,507.00
24-May-2012	Review document request from Committee.	Wishnew, Jordan A.	0.20	136.00
25-May-2012	Review, revise and finalize letter to Kramer Levin in response to initial discovery requests.	Haims, Joel C.	0.50	425.00
25-May-2012	Review proposed J. Haims letter to Committee in response to document requests.	Marinuzzi, Lorenzo	0.80	692.00
25-May-2012	Revise Confidentiality Agreement related to document production to counsel for Creditors' Committee.	Whitney, Craig B.	2.30	1,575.50
27-May-2012	Respond to document requests from committee members based on documents referenced in various first-day motions.	Beck, Melissa D.	1.30	864.50
29-May-2012	Call with G. Horowitz of Kramer Levin regarding issues concerning document production to creditors committee (.1); commence review of documents to be produced to the committee (1.5).	Engelhardt, Stefan W.	1.60	1,360.00
29-May-2012	Call with Kramer Levin, counsel to Creditors Committee, and T. Goren, K. Kohler regarding APA diligence by Kramer Levin.	Evans, Nilene R.	1.00	760.00
29-May-2012	Discussions with L. Marinuzzi regarding discovery requests from creditors committee and production.	Haims, Joel C.	0.30	255.00
29-May-2012	Discussions with J. Haims regarding discovery requests from Creditors Committee and production.	Marinuzzi, Lorenzo	0.30	259.50
30-May-2012	Analysis of outsource documents for processing, download processed materials, upload, review database, communicate with legal team.	Bergelson, Vadim	2.30	655.50

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30-May-2012	Review and analysis of documents to be produced (3.5); correspondence (various) with K. Chopra regarding document production issues (.3); review of commitment letters for analysis of confidentiality obligations (.5); call with K. Chopra regarding confidentiality issues (.1); review proposed Confidentiality Agreement with creditors committee for application to document production (.2).	Engelhardt, Stefan W.	4.60	3,910.00
30-May-2012	Per S. Engelhardt request, review and prepare materials for production.	Klidonas, Nicolas V.	1.50	360.00
31-May-2012	Call with S. Engelhardt regarding witness preparation in advance of Committee depositions (.3); call with M. Crespo regarding same (.2).	Barrage, Alexandra S.	0.50	347.50
31-May-2012	Coordinate document production.	Bergelson, Vadim	2.80	798.00
31-May-2012	Call with A. Barrage regarding witness preparation in advance of depositions.	Crespo, Melissa M.	0.20	76.00
31-May-2012	Call with A. Barrage regarding deposition preparation issues (.1); call with G. Horowitz regarding document production and discovery issues (.1); correspondence (various) with client and Centerview regarding deposition issues (.5); meeting with L. Nashelsky regarding deposition issues (.1); correspondence (various) with N. Klidonas regarding preparation of documents for production (.3); letter to G. Horowitz regarding document production to committee (.1); review documents for production to committee (1.5); call with J. Levitt regarding deposition preparation issues (.1); call with T. Goren regarding deposition preparation issues (.1); review of DIP facility to prepare for witness preparation (3.7); correspondence (various) with team members regarding deposition preparation issues (.5).	Engelhardt, Stefan W.	7.10	6,035.00
31-May-2012	Call with S. Engelhardt regarding deposition preparation issues.	Goren, Todd M.	0.10	72.50
31-May-2012	Per S. Engelhardt request, review and prepare materials for production.	Klidonas, Nicolas V.	1.50	360.00
31-May-2012	Call with S. Engelhardt regarding deposition preparation issues.	Levitt, Jamie A.	0.10	87.50
31-May-2012	Discussions with S. Engelhardt regarding depositions and document production with Committee (.4); review initial production of documents (.9).	Nashelsky, Larren M.	1.30	1,267.50
31-May-2012	Communications with counsel to Creditors' Committee and AFI regarding 2004 issues.	Nashelsky, Larren M.	0.30	292.50
<b>Total: 025</b>	<b>Discovery or Rule 2004 Requests</b>		<b>54.60</b>	<b>35,250.00</b>

#### Schedules and Statements

16-May-2012	Review deliverables for SOFA/Schedules and timelines associated with each.	Pintarelli, John A.	1.50	982.50
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17-May-2012	Review schedules and statements work plan (1.0); analysis of disclosure requirements for schedules related to servicing trust (2.0); comment on information matrix (.4).	Pintarelli, John A.	3.40	2,227.00
18-May-2012	Call with T. Grossman to discuss SOFA/Schedules timeline.	Pintarelli, John A.	0.50	327.50
21-May-2012	Call with Client, FTI and J. Wishnew regarding work plan for preparation of statements and schedules (2.2); research issues related to SOFAs and Schedules in other mortgage cases (.6).	Newton, James A.	2.80	1,246.00
21-May-2012	Work with client on preparing SOFA and schedules.	Wishnew, Jordan A.	1.70	1,156.00
22-May-2012	Call with Company and FTI regarding schedules and statement of financial affairs.	Pintarelli, John A.	2.70	1,768.50
22-May-2012	Call with Accounting team and FTI on preparing Schedules and SOFA and subsequent discussion with T. Grossman (FTI).	Wishnew, Jordan A.	2.10	1,428.00
23-May-2012	Address Schedules/ SOFA issues with T. Grossman.	Wishnew, Jordan A.	0.40	272.00
27-May-2012	Review updated planning matrix, including open questions, related to schedules and statements.	Pintarelli, John A.	1.20	786.00
29-May-2012	Analysis of Ariba Management Networks and download Contracts for review for upload onto Intralinks and prepare schedules.	Rosenberg, Michael J.	3.10	1,565.50
30-May-2012	Retrieval and distribution of SOFAs in other large chapter 11 cases.	Guido, Laura	0.30	84.00
30-May-2012	Call with Company and FTI regarding questions related to SOFAs and Schedules.	Pintarelli, John A.	1.00	655.00
30-May-2012	Review contracts downloaded from Ariba Networks and prepare schedule of contracts (3.2); forward schedule to N. Kumar for review (.1).	Rosenberg, Michael J.	3.30	1,666.50
30-May-2012	Call with client on preparing SOFAs and Schedules and follow up with FTI.	Wishnew, Jordan A.	1.30	884.00
31-May-2012	Review of materials related to drafting of global notes (2.0); work on incorporating changes into global note summary (.5); review revised planning matrix and update information related to each of the debtors and discuss with N. Rosenbaum (1.8).	Pintarelli, John A.	4.30	2,816.50
31-May-2012	Meet with J. Pintarelli regarding ResCap and FTI plan for schedule preparation and legal role.	Rosenbaum, Norman S.	0.20	160.00
<b>Total: 026</b>	<b>Schedules and Statements</b>		<b>29.80</b>	<b>18,025.00</b>

**First Day Motions and Hearings**

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14-May-2012	Meeting with E. Richards regarding copies of Utilities Motion, Order Extending Time and Final Origination Order (1.0); analyze blacklines of Employee Wages Motion, Cash Management, HELOC, Sub-Servicing Motion, DIP Motion, GA Servicing Motion and Joint Administration (4.0); confer with J. Harris regarding blackline of Exhibit A of HELOC motion and changes made to GA servicing orders (1.0); analyze Non-GA and GA servicing orders (1.0); locate blackline of Whitlinger Affidavit, AFI/Secured Notes Cash Collateral and Citibank Cash Collateral Motion (3.0); prepare zip file of blacklines of all First Day Motions (3.0); prepare hard copies of all blacklines of First Day Motions (3.0).	Andrews, Hayley J.	16.00	3,040.00
14-May-2012	Finalize all sale related pleadings, including declarations, memorandum of law, and related exhibits prior to filing (8.5); calls with J. Boelter (Sidley) and K. Chopra (Centerview) regarding same (1.5); coordinate filing issues with J. Kline and M. Crespo (.5).	Barrage, Alexandra S.	10.50	7,297.50
14-May-2012	Review and respond to e-mails from J. Pierce, A. Madori and J. Roberts regarding bring down good standing order (.5); meet with L. Guido regarding overview and work assignment (.4); meeting and calls with R. Freimuth regarding work assignment (.2); revise orders and create list of document i.d. numbers per R. Freimuth's request (2.4).	Chong, Meiling	3.50	962.50
14-May-2012	Revise petitions (3.5); assist with binder preparation for hearing (3.6); revise and finalize sale motion (3.2); sale procedures and order (1.8); sale approval orders (2.0); and notices (1.1) prepare all sale documents for filing (1.8); prepare distribution lists (1.4).	Crespo, Melissa M.	18.40	6,992.00
14-May-2012	Review draft of sale motion with M. Crespo to prepare for filing (.8); work on shared services motion for filing (2.6); review final agreement and schedules to same (.7); review related sections in Whitlinger affidavit to prepare for filing (.7); review and revise scripts in preparation for hearings on first day motions (1.6); prepare first day materials for U.S. Trustee (1.3); prepare materials for first day hearings (2.2); prepare materials for continued first day hearings (2.1); meeting with S. Martin, E. Richards, S. Molison, L. Guido regarding preparations for second day of hearings on first day motions (.8); prepare outline in preparation for meeting (.7) review revised joint administration order (.2); meetings with W. Hildbold regarding same (.2); preparation of additional materials in support of first day motions (1.2); emails with J. Wishnew, S. Martin, E. Richards, N. Moss and J. Newton regarding preparation for continued first day hearings (.9); preparation of memo to team regarding continued first day hearings (.9); review corrected agenda (.1).	Freimuth, Renee L.	17.00	11,305.00

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14-May-2012	Review first day motions (2.8); prepare for first day hearing regarding cash management, cash collateral and DIP orders (3.5); attend first day hearing (4.5); review/revise amended cash collateral and DIP Orders (.8) and confer with K. Ziman/Baron (.4) and R. Schrock (.3) regarding same.	Goren, Todd M.	12.30	8,917.50
14-May-2012	Team meeting regarding preparation for continued first day hearing (1.0); prepare and file first day motions and petitions (12.0); prepare for first day hearing (4.3).	Guido, Laura	17.30	4,844.00
14-May-2012	Review employee wage motion and orders and provide comments (2.8); review and revise DIP and cash collateral agreements (3.1); various calls with chambers regarding first day hearings (1.2); create exhibits for DIP and Cash collateral motions (.9); coordination of correspondence with chambers regarding first day hearings, including facilitating emails, FTPs and hard copies of materials to chambers (2.2); schedule first day hearings with chambers (.5); coordinate with L. Nashelsky and L. Marinuzzi necessary items for 5/14 hearing and items for 5/15 hearing (.7)	Hildbold, William M.	11.40	5,073.00
14-May-2012	Review and assist preparation of brief and exhibits relating to Sale Motion (3.0); prepare financial exhibits relating to certain settlements (2.2).	Klidonas, Nicolas V.	5.20	1,248.00
14-May-2012	Finalize resolutions for petitions (3.3); assemble petition documents (4.5); prepare electronic filing of same (4.3); revise cash collateral document for E. Richards (.7); prepare filing of same (.2); prepare filing of joint administration motion in all cases (.7); assemble hearing binders with L. Guido (4.3); prepare cover letter to court regarding filing fee letters under seal (.2).	Kline, John T.	18.20	5,369.00
14-May-2012	Prepare for first day hearings (4.9); attend first day hearings (3.5).	Lee, Gary S.	8.40	8,190.00
14-May-2012	Attend meeting with team regarding First Day motions and court hearing.	Levitt, Jamie A.	1.00	875.00
14-May-2012	Assist with preparation of first day filings (3.0); meeting with L. Tymann to review open items for closing (.3).	Madori, Andrea M.	3.30	940.50
14-May-2012	Travel to offices of Skadden, Arps, to review signature pages and pick up original certificates.	Madori, Andrea M.	3.20	912.00
14-May-2012	Finalize first day pleadings, Whitlinger Declaration (1.1); employee related motions (1.3); preparation for first day hearing, including review and revise scripts for significant motions and review proposed orders (5.2); discussions and correspondence with US Trustee regarding forms of orders and reservations of rights (1.2), attend first day hearing (3.0); review conformed orders for submission to Court on DIP, Cash Collateral, Joint Admin (1.3).	Marinuzzi, Lorenzo	13.10	11,331.50

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14-May-2012	Revise Citibank cash collateral motion and interim order per comments from S. Fennessey (Shearman) (.3); correspondence with S. Fennessey regarding same (.2); discussion with N. Moss regarding taxes motion (.2); review and analysis of taxes motion (.4); prepare for first day hearing on financing, cash collateral motions (1.0).	Martin, Samantha	3.10	1,844.50
14-May-2012	Finalize motion to file fee letters under seal (.9); finalize motion to file exhibit to servicing motion under seal (1.4); coordinate service of proposed sealed documents to chambers for first-day hearing (.8); prepare motions and orders for first-day hearing (1.2); MoFo team meeting regarding first-day hearing and status of pleadings (.5).	Molison, Stacy L.	4.80	2,712.00
14-May-2012	Revise plan term sheet (.1); revise consolidation motion per L. Marinuzzi's comments (.4); continue revising plan term sheet based on the Ally settlement agreement (3.1); discussions with E. Richards regarding the same (.5); prepare documents for hearing and revise the taxes hearing script internal discussions relating thereto (1.5); meeting with T. Goren regarding preparing all documents for the first day hearing (.4); work on hearing script for L. Marinuzzi (taxes); prep for hearing (1.3); gather all exhibits to plan support and term sheets (.6); revise DIP Motion (AFI) (.8); review AFI DIP term sheet and the interim order (1.3); continue revisions and drafting 5 pages summary required under the local rules (1.4); prepare for first day hearing (2.1); prepare binders (2.2); review documents and discussions with team regarding prep (1.0).	Moss, Naomi	16.70	8,433.50
14-May-2012	Oversee chapter 11 filing preparation, including reviewing all first day motions, petitions, resolutions, etc. (8.4); execute petitions (.5); prepare for first day hearings (5.9); attend first day hearings and discussions with interested parties (2.8).	Nashelsky, Larren M.	17.60	17,160.00
14-May-2012	Prepare summary regarding settlement with Kathy Patrick's group for first day presentations (1.0); prepare orders and forward to prepare first day order disk (1.0); attend First Day Hearings (3.2); meet with R. Freimuth regarding plan for tomorrow's hearing (.3); meet with G. Lee and J. Levitt regarding tomorrow's hearing and Wednesday's organizational meeting (.3); prepare materials for tomorrow's hearings (.7); update Kathy Patrick settlement summary with revised information (.3).	Newton, James A.	6.80	3,026.00
14-May-2012	Exchange emails with MoFo team regarding first day motions and hearing (.6); meeting with MoFo team regarding same (1.0); review of DIP motion (1.0).	Princi, Anthony	2.60	2,535.00

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14-May-2012	Revise and finalize origination motion and related interim and final order (3.2); correspondence with counsel for Ally, Barclays, Fannie Mae, Freddie Mac and Ginnie Mae regarding same (.5); revise and finalize GA servicing motion and related interim and final order (4.7); correspondence with counsel for Ally, Barclays, Fannie Mae, Freddie Mac and Ginnie Mae regarding same (.7); revise and finalize non-GA servicing motion and related interim and final order (.9); correspondence with counsel for Ally and Barclays regarding same (.4); revise and finalize Ally subservicing motion and related interim and final order (1.2); correspondence with counsel for Ally and Barclays regarding same (.3); revise and finalize Barclays DIP financing motion and related interim order (1.3); revise plan term sheet (.8); calls with counsel for Ally regarding same (.4); assist with preparations for first day hearing (1.2); revise and finalize utilities motion and related order (.5); meeting with filing team to discuss status and next steps (.9).	Richards, Erica J.	17.00	10,115.00
14-May-2012	Continue review and revision of GSE Servicing Motion and Order (3.0); continue review and revision of Non-GSE Servicing order and motion (3.5); continue review and revision of Subservicing motion and orders (1.5); continue review and revision of Origination motion and orders (3.8); review and revise motion, APA scheduling order, Sale Order and memo of law regarding NSA and AFI APAs (3.5); meetings with A. Barrage and negotiations with counsel to NSA regarding terms of scheduling order and approval order regarding approval of APAs (3.0); prepare for hearings on first day motions (2.7).	Rosenbaum, Norman S.	21.00	16,800.00
14-May-2012	Review and comment on Whitlinger first day declaration (.3); respond to client questions regarding same (1.0); correspondence regarding same with A. Barrage and T. Hamzehpour (1.0).	Smith, Andrew M.	2.30	1,725.00
14-May-2012	Attend first day hearing.	Tanenbaum, James R.	1.80	1,791.00
14-May-2012	Review and revise Whitlinger Affidavit and other first-day motions (4.8); coordinate and oversee execution and filing of petitions, first-day motions as well as production of document for "first day" hearing (4.6); prepare script for cash management presentation (2.3); attend first-day hearing on cash management and financing issues (2.9); revise first-day orders ahead of submitting to UST and chambers for approval (1.5); correspond with client and parties-in-interest on status of first-day hearing (.7); review and revise First Day Agenda (.5).	Wishnew, Jordan A.	17.30	11,764.00
15-May-2012	Attend second day hearing (1.5); email J. Boelter (Sidley) regarding same (.5); review Ally plan settlement and related exhibits to Whitlinger declaration (2.5).	Barrage, Alexandra S.	4.50	3,127.50

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15-May-2012	Assist with preparation of binders for hearing (1.4); prepare notice of sale hearing (.8); revise first-day orders (4.0) for conformity (2.1); respond to UST inquiries regarding sale motion exhibits (.8) and coordinate preparation of additional exhibits for UST (.6); prepare blacklines of sale documents (.4).	Crespo, Melissa M.	10.10	3,838.00
15-May-2012	Attend continued first day hearings (2.5); prepare materials in support of first day motions (1.2); emails with J. Wishnew, N. Moss and J. Newton regarding same (.2); preparation of revised first day orders (.9); review changes to same (.2); emails with team regarding US Trustee language change and final orders (.5).	Freimuth, Renee L.	5.50	3,657.50
15-May-2012	Prepare for (1.4) and attend first day hearings (4.1); finalize DIP/CC orders (1.7); review updated DIP Loan docs and attend meeting relating thereto (1.8); review redacted fee letters for filing (.4) and discuss with S. Molison regarding order on sale (.2).	Goren, Todd M.	9.60	6,960.00
15-May-2012	Prepare for first day hearing (2.0); prepare email to P. Fleming (Ally) with all first day motions (.4); prepare and file second corrected first day hearing agenda (.3); prepare additional first day binders per N. Evans (2.0); distribution of sale related documents (.5); respond to numerous requests for first day papers (1.6).	Guido, Laura	6.80	1,904.00
15-May-2012	Work on Update Exhibit F for J. Newton for filing under seal (1.2); prepare draft Notice of Entry for J. Wishnew (.2); prepare binder of complaints for M. Crespo (4.2); obtain pleading for M. Hager (.1); prepare first day pleadings binder (1.7); correspondence with W. Hildbold and J. Newton regarding cover letters to court regarding exhibits to be filed under seal (.2); correspondence with J. Newton and W. Hildbold regarding preparation of cover letters to court regarding exhibits to be filed under seal (.2).	Kline, John T.	7.80	2,301.00
15-May-2012	Attend first day hearings (2.5); continue preparation for second day of first day hearings (2.9).	Lee, Gary S.	5.40	5,265.00
15-May-2012	Meeting with team regarding First Day motions (.8); review same (.2).	Levitt, Jamie A.	1.00	875.00
15-May-2012	Prepare for argument on first day motions, revise scripts and confirm financial data (2.9); attend part 2 of first day hearing (3.0), review and revise orders after discussions with US Trustee (2.9).	Marinuzzi, Lorenzo	8.80	7,612.00

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15-May-2012	Revise Citibank cash collateral interim order (.4); correspond with S. Fennessey (Shearman) regarding same (.1); revise AFI/Notes DIP/cash collateral interim order (1.2); correspondence with Kirkland and Skadden regarding same (.3); conference with L. Nashelsky regarding same (.2); update AFI/Notes DIP/cash collateral interim order to include US Trustee's language (.3); review final draft of AFI/Notes DIP/cash collateral interim order (.7); update Citibank cash collateral interim order to include US Trustee's language (.3); review final draft of Citibank cash collateral interim order (.7).	Martin, Samantha	4.20	2,499.00
15-May-2012	Prepare for first day hearing.	Martin, Samantha	0.50	297.50
15-May-2012	Revise fee orders for first day pleadings (1.2); meet with J. Wishnew regarding same (.2); email to L. Nashelsky regarding same (.1).	Molison, Stacy L.	1.50	847.50
15-May-2012	Prepare documents for the first day hearing (.8); revise and prepare the consolidation order and send to chambers (.3); revise first day orders following the hearing (.7); revise the hearing agenda (.5); prepare all PSAs and related exhibits and signature pages for filing (.8); oversee gathering and preparing all PSAs (1.1).	Moss, Naomi	4.20	2,121.00
15-May-2012	Prepare for second day hearings (4.2); attend second day hearings and discussions with interested parties (3.1); review and finalize first-day orders (.5).	Nashelsky, Larren M.	7.80	7,605.00
15-May-2012	Coordinate delivery of hearing binders to the Court, UST and US Attorney (.2); preparation of and address issues with materials for today's hearings (1.4); prepare order materials (.3); second half of First Day Hearings (2.3); review emails regarding first day order updates (.3) and address inquiries regarding addition of language to the orders (.3).	Newton, James A.	4.80	2,136.00
15-May-2012	Calls with counsel for Fannie Mae and Ally regarding revisions to interim origination order (1.1); prepare scripts for first day hearings regarding origination motion, GA servicing motion, Non-GA servicing motion, motion to seal GA servicing motion exhibit, and subservicing motion (6.5); prepare for first day hearing regarding same (1.5); attend first day hearing (2.3); revise interim orders with respect to such first day motions (5.1).	Richards, Erica J.	16.50	9,817.50
15-May-2012	Prepare for hearings on first day motions (4.7); attend and argue first day motions (2.5); review and revise first day orders (2.5); meeting with E. Richards regarding revision to first day orders (.5); meeting with L. Nashelsky regarding revisions to first day orders (.4); emails with T. Grossman and FTI regarding Origination Order (.2).	Rosenbaum, Norman S.	10.80	8,640.00

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15-May-2012	Prepare for and attend continued first day hearing (4.5); modify first day orders and correspond with UST and chambers regarding same (4.3); update notice provisions in motions (.2).	Wishnew, Jordan A.	9.00	6,120.00
16-May-2012	Review shared services motion and interim order (.4); review documents and correspondence to prepare evidence in connection with final hearing on shared services motion (2.7); review first day orders to respond to client inquiries regarding same (.9); review and revise notices of interim orders for various first day orders (1.7); meet with J. Wishnew, N. Moss, and L. Marinuzzi regarding objection deadlines and final hearings for notices (.5); participate in calls with L. Guido and KCC regarding notice parties for interim orders (.3); emails with G. Lee and S. Engelhardt regarding preparation of shared services affidavit (.2); attend team meeting to discuss preparations for final hearings on first day motions (1.2).	Freimuth, Renee L.	7.90	5,253.50
16-May-2012	Review and revise updated draft of sealing order and review with S. Molison relating thereto (.3); meet with K. Ziman and R. Schrock regarding notice of commencement (.4); review transcripts of first day hearings (.8); review amended AFI CC order (.3) and meet with J. Hofer (.2) and chambers (.1) regarding same.	Goren, Todd M.	2.10	1,522.50
16-May-2012	Prepare first day papers for further distribution (.5); retrieval and distribution of first day orders (.7); prepare checklist of entered first day orders (.4); revise per R. Freimuth (.3); email correspondence with M. Loomis (KCC) regarding service of interim orders (.3); prepare additional checklist of outstanding orders (.3); retrieval and distribution of forms of notices of amended orders (.2); prepare and file notice of amended utilities order (.6); call with M. Loomis (KCC) and R. Freimuth regarding service of notices of entry of interim orders and hearing dates (.3); prepare same for distribution by KCC (1.0); confirm notice parties in same (.5); review interim orders for exact documents to be served (1.0); correspondence with KCC regarding same (.3).	Guido, Laura	6.40	1,792.00
16-May-2012	Prepare first day motions binder for L. Marinuzzi (.5); prepare Notices of Correction for A. Barrage regarding APA and Summary of APA (1.7).	Kline, John T.	2.20	649.00
16-May-2012	Review first day orders (1.4); emails to client regarding relief obtained in first days (.3).	Lee, Gary S.	1.70	1,657.50

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16-May-2012	Circulate revised interim orders to Chambers for approval (.1); prepare notice of interim order for Barclays DIP motion (.4); prepare notice of interim order for AFI/Notes DIP/cash collateral motion (.3); prepare notice of interim order for Citibank cash collateral motion (.3); discuss with R. Freimuth and N. Moss regarding notices of interim order for first day motions (.3); correspondence with J. Wishnew regarding notice parties (.1).	Martin, Samantha	1.50	892.50
16-May-2012	Revise order sealing fee letters (1.0); review same with T. Goren (.2); email to Skadden regarding revised order (.1); further revise order to seal to incorporate Skadden comments (.2); email to L. Nashelsky regarding same (.2); draft notice of interim order and final hearing for motion to seal Exhibit B to servicing motion (.6); review and revise same (.2).	Molison, Stacy L.	2.50	1,412.50
16-May-2012	Draft notices and review pleading in connection with all interim orders (2.2); draft notice of amended order for the utilities order (1.2); review and revise orders (1.9).	Moss, Naomi	5.30	2,676.50
16-May-2012	Review order to file Barclay's fee letters under seal (.2); communications with US Trustee's office regarding same (.1); review notice of first day orders (.8).	Nashelsky, Larren M.	1.10	1,072.50
16-May-2012	Prepare notice of entry of interim order regarding Employee Motion.	Newton, James A.	0.50	222.50
16-May-2012	Emails with J. Wishnew regarding inquiry from ResCap legal on Helocs (.2);	Rosenbaum, Norman S.	0.20	160.00
16-May-2012	Coordinate with KCC on noticing hearing on utilities motion (.9); update form notices provision (.2); follow up with J. Gabai and work with L. Marinuzzi on revising and socializing form of HELOC notice (.9); calls with KVMS counsel, FTI and correspond with client on first day matters (1.6); revise taxes order to reflect comments made at hearing (.3); prepare interim notices (.8).	Wishnew, Jordan A.	4.70	3,196.00
17-May-2012	Review and analysis of first day materials to prepare evidence for upcoming motion hearing (5.5); preparation for hearing on shared services motion with R. Freimuth (.5).	Engelhardt, Stefan W.	6.00	5,100.00
17-May-2012	Research regarding affidavit in further support of shared services motion (1.6); review shared services motion and order with S. Engelhardt to prepare additional affidavit (.5); review additional client documents in connection with preparation of supplemental declaration (1.4); revise final orders with US Trustee language (.6); emails with L. Marinuzzi, J. Wishnew and first day team regarding final orders (.4); email (.1) and call (.2) with T. Grossman regarding shared services inquiry; review agreement in connection with same (.6).	Freimuth, Renee L.	5.40	3,591.00

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17-May-2012	Further distribution of first day pleadings to requesting parties (1.5); review sale orders per M. Crespo (.3); call with A. Barrage, J. Kline and M. Crespo regarding procedural issues in connection with filing of revised exhibits to sale motion (.2); review related documents (.6); further email correspondence and discussions with team regarding same (.4); prepare binder of same documents for J. Auspitz (.8).	Guido, Laura	3.80	1,064.00
17-May-2012	Update cash management order for N. Moss (2.5); confirm with KCC regarding service list for cash management order (.1); revisions to notices of corrected exhibits to Sale Motion (1.2) correspondence with A. Barrage regarding same (.1); prepare filing of same (.2).	Kline, John T.	4.10	1,209.50
17-May-2012	Continued revisions to HELOC notice to accommodate concerns of UST and AOG (1.3); calls and correspondence with J. Cordaro and T. H. Davis to discuss notice and process (1.2); correspondence and calls with R. Maddox (regulatory counsel) to discuss clearing HELOC notice with States' attorneys' general (.5); review and revise interim order on taxes and regulatory fees (.5).	Marinuzzi, Lorenzo	3.50	3,027.50
17-May-2012	Draft, review and revise final order sealing exhibit to servicing motion.	Molison, Stacy L.	0.50	282.50
17-May-2012	Review order on Taxes and Regulatory Fees and HELOC notice (.2); communications with US Trustee's office regarding same (.1); discussions with L. Marinuzzi regarding HELOC notice (.3).	Nashelsky, Larren M.	0.60	585.00
17-May-2012	Update proposed final orders for origination motion (.4); GA servicing motion (.4); non-GA servicing motion (.3); subservicing motion (.2).	Richards, Erica J.	1.30	773.50
17-May-2012	Meet with S. Engelhardt regarding potential objections to the Shared Services Agreement (.3); review Shared Services Agreement regarding the same (.5); review e-mail messages regarding the Shared Services Agreement and IP/IT agreement consents (.3).	Weiss, Russell G.	1.10	874.50
17-May-2012	Revise HELOC notice (.5); correspond with AFI counsel on first day orders (.2).	Wishnew, Jordan A.	0.70	476.00
18-May-2012	Prepare amended sale approval orders and sale procedures order and discuss same with A. Barrage (1.4) and notices of amended sale orders (1.2).	Crespo, Melissa M.	2.60	988.00

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18-May-2012	Emails with G. Lee and S. Engelhardt regarding preparation of affidavit in support of shared services motion (.2); additional review of order and first day affidavit in connection with same (.5); emails with N. Evans, K. Kohler, A. Barrage and J. Wishnew regarding client memorandum on first day orders (.7); review draft memorandum on same (.3); review objection to first day orders (.4); review various first day orders in connection with client memorandum (.4); emails with L. Nashelsky and A. Barrage regarding proposed amended sale orders and notice regarding same.	Freimuth, Renee L.	2.70	1,795.50
18-May-2012	Draft notice of entry of taxes and fees interim order (.3); prepare all interim first day orders per N. Moss (.4); prepare and file notice of amended exhibits to sale motion (.6); coordinate service of interim taxes and fees order and related notice of entry and final hearing (.2).	Guido, Laura	1.50	420.00
18-May-2012	Calls and correspondence with UST regarding HELOC notice (.7); review revised HELOC Notice to incorporate miscl comments (.9); correspondence with Committee counsel regarding HELOC notice (.4); correspondence with N. Moss and company regarding payment of authorized taxes under BK orders (.6).	Marinuzzi, Lorenzo	2.60	2,249.00
18-May-2012	Review correspondence from US Trustee and update form of notice to HELOC borrowers (.7); prepare notice of interim order for approved taxes order and coordinate service with KCC (.3); submit UST-approved orders to chambers for execution (.3).	Wishnew, Jordan A.	1.30	884.00
19-May-2012	Email with J. Horner, G. Lee and others regarding preparation of shared services affidavit.	Freimuth, Renee L.	0.20	133.00
19-May-2012	Review J. Whitlinger affidavit and other first day motions.	Humphreys, Thomas A.	1.00	1,125.00
19-May-2012	Research SDNY notice requirements (.8); email with J. Wishnew and N. Moss regarding same (.2).	Molison, Stacy L.	1.00	565.00
20-May-2012	Review and summarize objection regarding previously granted first day relief.	Newton, James A.	0.50	222.50
20-May-2012	Review W. Nora's omnibus objection to first-day orders.	Wishnew, Jordan A.	0.10	68.00
21-May-2012	Review and analysis of sale hearing transcripts and summary of key issues raised in same (2.3); prepare proffers for sale procedures hearing (.9).	Crespo, Melissa M.	3.20	1,216.00
21-May-2012	Review correspondence (various) relating to preparation of affidavit for SSA motion (.2); prepare outline in advance of meeting to discuss SSA motion hearing (1.1); meeting with G. Lee, L. Nashelsky and R. Freimuth regarding strategy issues on presenting evidence for SSA motion (1.3); review of statements of work to prepare evidence for SSA hearing (1.3); prepare questions for client call interview on SSA issues (.7).	Engelhardt, Stefan W.	4.60	3,910.00

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21-May-2012	Emails with J. Horner, T. Hamzehpour, G. Lee, S. Engelhardt and L. Nashelsky regarding preparation of affidavit for shared services (.5); attend meeting with G. Lee, L. Nashelsky and S. Engelhardt to discuss additional evidence needed in connection with shared services motion (1.2); review shared services background materials and historical information to prepare for meeting (1.6); review new objection to various first day orders (.2).	Freimuth, Renee L.	3.50	2,327.50
21-May-2012	Review first day motions filed by bankruptcy court.	Law, Meimay L.	2.00	890.00
21-May-2012	Review affidavit in support of entry into Shared Services Agreement (.5); meeting with L. Nashelsky, R. Freimuth and S. Engelhardt regarding strategy issues on presenting evidence for SSA motion (1.3).	Lee, Gary S.	1.80	1,755.00
21-May-2012	Continued discussions and correspondence with UST regarding HELOC notice (.4); call and correspondence with R. Maddox (reg counsel) regarding status of notice comments from AG's (.3); review utility notice contesting proposed adequate assurance and discuss with company (.4).	Marinuzzi, Lorenzo	1.10	951.50
21-May-2012	Email to T. Goren regarding entry of order sealing fee letters.	Molison, Stacy L.	0.20	113.00
21-May-2012	Call with J. Collado regarding service of first day motions.	Moss, Naomi	0.20	101.00
21-May-2012	Review correspondence from Creditors Committee counsel regarding first day motions (.4); meeting with S. Engelhardt et al. regarding additional declaration for final first-day hearing (.4); discussions with L. Marinuzzi regarding HELOC notice (.2).	Nashelsky, Larren M.	1.00	975.00
21-May-2012	Discuss response to objections to first day relief with J. Horner and FTI (.3); address language for final cash management order with AFI (.2).	Wishnew, Jordan A.	0.50	340.00
22-May-2012	Preparation for and discussion with team regarding client call regarding Shared Services Agreement motion (.5); participation in call with client representatives regarding background facts on negotiation of shared services agreement (.7).	Engelhardt, Stefan W.	1.20	1,020.00
22-May-2012	Call with J. Horner, T. Hamzehpour, G. Lee, S. Engelhardt and L. Nashelsky regarding preparation of affidavit for shared services (.8); review shared services motion to prepare for same (.3); prepare email summary to J. Whitlinger regarding various upcoming first day matters (.5); email with L. Nashelsky and team regarding deadlines in interim orders in connection with possible adjournment of hearings (.2); review interim orders to determine conditions that may be affected by adjournment (.3); review Shared Services Agreement for provisions relating to data ownership (.3).	Freimuth, Renee L.	2.40	1,596.00

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22-May-2012	Review Nora objection with N. Moss (.4) and correspondence with N. Ornstein regarding same (.2).	Goren, Todd M.	0.60	435.00
22-May-2012	Prepare, file and coordinate notice of revised credit agreement.	Guido, Laura	1.50	420.00
22-May-2012	Client call regarding shared services motion and draft affidavit in support of same.	Lee, Gary S.	0.60	585.00
22-May-2012	Update HELOC notice to incorporate comments from UST (.5), correspondence and call with UST regarding HELOC notice (.3); calls with Committee counsel (D. Manal) and L. Nashelsky regarding HELOC notice, status (.4).	Marinuzzi, Lorenzo	1.20	1,038.00
22-May-2012	Call with R. Michaelson and W. Nora regarding objection to the interim orders (.4); follow up meeting with T. Goren regarding the same (.2). Call with R. Michaelson regarding the W. Nora objection. Call with representative from the City of Waitsburg regarding receipt of the interim taxes order (.2); call with N. Ornstein regarding the W. Nora objection (.2).	Moss, Naomi	1.20	606.00
22-May-2012	Review revised HELOC notice and edit same (.3); discussions with L. Marinuzzi regarding same (.2). Call with R. Freimuth, J. Horner, T. Hamzehpour, G. Lee, S. Engelhardt regarding preparation of affidavit for shared services (.8)	Nashelsky, Larren M.	1.30	1,267.50
23-May-2012	Participate in team meeting regarding finalizing first day relief and related first and second day matters (.7); review motions to prepare for final hearings (.7); review historic communications and documents from client in connection with preparing evidence for first day motions (.8); additional review of objection to first day motions (.2); email with S. Engelhardt regarding preparation of affidavit for shared services motion (.1).	Freimuth, Renee L.	2.50	1,662.50
23-May-2012	Call with Centerview and Ally counsel regarding first day relief.	Lee, Gary S.	0.40	390.00
23-May-2012	Review and revise HELOC notice and order to incorporate latest comments (.5); correspondence with UST, AG, and Committee regarding HELOC notice and submission to Court (.6); calls with ResCap operations regarding HELOC notice and distribution (.4); review and revise notice of commencement (.3).	Marinuzzi, Lorenzo	1.80	1,557.00

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23-May-2012	Review W. Nora objection and begin outlining response (.4); draft email to N. Ornstein regarding strategy for responding to the W. Nora objection (.1); call with representative from TD Canada regarding the HELOC motion (.2); call with representative from the state of Michigan regarding the taxes motion (.2); meeting with L. Nashelsky, A. Barrage and J. Wishnew regarding meeting with committee professionals and new hearing date for the final orders for the first day motions (.1); discussion with S. Martin regarding impact on DIP milestones (.2); prepare summary of deadlines affected by postponing final hearing (.7).	Moss, Naomi	1.90	959.50
23-May-2012	Discussions with L. Marinuzzi regarding utilities motion (.3); discussions with G. Lee regarding wages and shared services issues (.3); review final version of HELOC notice (.2); discussions with L. Marinuzzi regarding HELOC notice (.2).	Nashelsky, Larren M.	1.00	975.00
23-May-2012	Review transcripts concerning depth of evidence presentation in support of final orders (.4); review and finalize HELOC borrower notice (.6).	Wishnew, Jordan A.	1.00	680.00
24-May-2012	Review of materials necessary for shared services motion affidavit (.9); prepare of outline for motion affidavit on shared services motion (3.0).	Engelhardt, Stefan W.	3.90	3,315.00
24-May-2012	Call with Ally counsel regarding wages and Shared Services Motion.	Lee, Gary S.	0.20	195.00
24-May-2012	Review and comment on response to W. Nora objection.	Martin, Samantha	0.50	297.50
24-May-2012	Review of reply to W. Nora objection (2.9); continue drafting reply to W. Nora objection. (1.4).	Moss, Naomi	4.30	2,171.50
25-May-2012	Attention to payment of pre-petition state taxes under first day order, review request for payment of Washington taxes and Ally position (.6); correspondence with S. Hessler (Ally) regarding refusal to reimburse for taxes (.2); review with T. Grossman need to make direct tax payments (.4); review utility objection by Xcel (.3); calls with Xcel counsel to withdraw objection (.4); review procedures adopted by Judge Glenn in other matters since D.C decision on joint account (.8), draft Grossman declaration in support of utility deposits (.5); discussion with L. Nashelsky regarding timing of first day hearings and committee discovery (.4).	Marinuzzi, Lorenzo	3.60	3,114.00
25-May-2012	Revise W. Nora Reply (1.2); email exchange with N. Ornstein regarding the reply to Nora objection (.1).	Moss, Naomi	1.30	656.50
25-May-2012	Discussions with L. Marinuzzi regarding timing of first day hearings and Committee discovery.	Nashelsky, Larren M.	0.40	390.00

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25-May-2012	Review Case Management Order (.3); various discussions with N. Moss regarding timing of Sale Procedures hearing and other first day hearings (.4); discussions with counsel to Committee and Nationstar regarding same (.2).	Nashelsky, Larren M.	0.90	877.50
25-May-2012	Review issues related to utilities and taxes motions (1.1); review transcripts in preparation for first day hearing (.3).	Wishnew, Jordan A.	1.40	952.00
27-May-2012	Call with N. Rosenbaum regarding servicer buyback and makewhole obligations under various PSAs and servicing agreements.	Beck, Melissa D.	0.80	532.00
28-May-2012	E-mail and calls with G. Lee and client regarding revisions relating to language with respect to limitations on certain servicing functions and make-whole or buyback provisions under origination order (.1); review case law relating to 9019 motion (.2); prepare blackline of trustee rider language and send to trustees for review (.5).	Beck, Melissa D.	0.80	532.00
29-May-2012	Prepare affidavit on servicing motion (2.0); review correspondence from team members regarding motion hearing issues (.2).	Engelhardt, Stefan W.	2.20	1,870.00
29-May-2012	Meet with S. Engelhardt to discuss shared services affidavit (.3); review Committee document requests relating to shared services and other first day motions (.5).	Freimuth, Renee L.	0.80	532.00
29-May-2012	Retrieval and distribution of utilities motion and orders from other large chapter 11 case in preparation for 5/31 hearing.	Guido, Laura	0.30	84.00
29-May-2012	Review scheduling matters for final hearings on first days to determine division of motions for 6/12 and 6/18 (.7); call and correspondence with D. Mannal of Kramer Levin regarding scheduling of hearings on First Day final orders (.5); memorandum to L. Nashelsky and N. Moss regarding Committee position on scheduling and need for call with Court (.3).	Marinuzzi, Lorenzo	1.50	1,297.50
29-May-2012	Meeting with L. Marinuzzi and G. Lee regarding the Committee's deadline to object to the first day motions (.3); review case management procedures in connection with same (.2); call with Chambers regarding the hearing on the final orders first day motions (.2).	Moss, Naomi	0.70	353.50
29-May-2012	Review utilities procedures approved in other bankruptcy cases (.8); revise final utilities order (.2).	Richards, Erica J.	1.00	595.00
30-May-2012	Email with N. Moss regarding shared services motion final hearing (.1); review motion and related documents in connection with same (.4); review updated open issues lists in connection with first day motions (.1).	Freimuth, Renee L.	0.60	399.00
30-May-2012	Review Delaware case for precedent on cash management relief.	Guido, Laura	0.40	112.00

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30-May-2012	Prepare, file and coordinate service of notice of additional exhibit to cash collateral motion.	Guido, Laura	0.30	84.00
30-May-2012	Review with D. Mannal (Kramer Levin) scheduling for final hearing on first days (.4); call and correspondence with Chambers regarding matters on for 6/12 and 6/18 (.4).	Marinuzzi, Lorenzo	0.80	692.00
30-May-2012	Prepare for May 31 status call and draft related outline.	Moss, Naomi	2.10	1,060.50
30-May-2012	Prepare for status call (.6); discussions with L. Marinuzzi and G. Lee regarding same (.5).	Nashelsky, Larren M.	1.10	1,072.50
31-May-2012	Emails with G. Lee and FTI regarding Committee inquiries about shared services motion (.5); review background documents relating to agreement to prepare for Committee inquiries (.8).	Freimuth, Renee L.	1.30	864.50
31-May-2012	Prepare for (1.2) and participate in hearing/status meeting (2.1).	Goren, Todd M.	3.30	2,392.50
31-May-2012	Review 1/30 support letter and subservicing agreement regarding modification issues (1.3); discuss with J. Whitlinger regarding same (.4); call with A. Grossi (.2) and Ally regarding same (.8).	Goren, Todd M.	2.70	1,957.50
31-May-2012	Review and respond to various e-mail messages regarding the Shared Services Agreement.	Weiss, Russell G.	0.30	238.50
<b>Total: 027</b>	<b>First Day Motions and Hearings</b>		<b>539.40</b>	<b>329,176.00</b>

#### Other Motions and Applications

14-May-2012	Revise claims trading motion per R. Reigersman comments (2.4); Distribute motion to T. Humphreys and R. Reigersman (.1); finalize same for filing (1.0).	Law, Meimay L.	3.50	1,557.50
14-May-2012	Revise claims trading motion per R. Reigersman comments (2.4); distribute motion to T. Humphreys and R. Reigersman (.1); finalize same for filing (1.0).	Law, Meimay L.	3.50	1,557.50
16-May-2012	Discussions with MoFo team regarding upcoming motions, retention applications, plan and disclosure statement, and workstream.	Martin, Samantha	1.30	773.50
16-May-2012	Participate in MoFo team meeting regarding upcoming motions and next steps with respect to case.	Molison, Stacy L.	1.20	678.00
16-May-2012	Attend team meeting led by L. Nashelsky regarding next steps and motion responsibility.	Moss, Naomi	1.50	757.50
16-May-2012	Meeting with A. Barrage regarding declarant issues (.5); correspondence with T. Hamzehpour regarding same (.2); follow-up correspondence regarding same (.1).	Smith, Andrew M.	0.80	600.00
18-May-2012	Correspondence with G. Lee, J. Newton, and other concerned parties regarding 2019 statements.	Goren, Todd M.	0.30	217.50
18-May-2012	Update and revise case management order for N. Moss.	Kline, John T.	2.30	678.50

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18-May-2012	Research and review issues in connection with ordinary course professionals motion (1.0); discuss same with E. Richards (.2); review same with N. Rosenbaum (.2).	Molison, Stacy L.	1.40	791.00
18-May-2012	Review and finalize case management procedures.	Moss, Naomi	0.90	454.50
18-May-2012	Research in connection with standards for filing emergency motion to retain ordinary course professionals.	Richards, Erica J.	1.20	714.00
18-May-2012	Review and comment on revised 363 declaration (.3); e-mail to A. Barrage regarding same (.2).	Smith, Andrew M.	0.50	375.00
18-May-2012	Review and revise proposed case management procedures.	Wishnew, Jordan A.	0.60	408.00
19-May-2012	Review and edit motion to extend stay to D&O's and affiliates.	Lee, Gary S.	1.80	1,755.00
19-May-2012	Research automatic stay issues (2.1); email with N. Rosenbaum and A. Princi regarding results of same (.2); research regarding retention of ordinary course professionals (2.4); draft emergency motion regarding payment of certain outside counsel (4.6).	Molison, Stacy L.	9.30	5,254.50
20-May-2012	Research and review case law regarding emergency motions (1.3); further draft emergency motion for payment of certain outside counsel (3.9); review and revise same (2.0); call with N. Rosenbaum regarding same (.2); email to N. Rosenbaum regarding same (.2).	Molison, Stacy L.	7.60	4,294.00
20-May-2012	Prepare correspondence regarding ordinary course counsel motion.	Rosenbaum, Norman S.	1.00	800.00
21-May-2012	Review with N. Moss and revise order and case management procedures for circulation to UST (.7); discussion and correspondence with UST regarding case management procedures (.3).	Marinuzzi, Lorenzo	1.00	865.00
21-May-2012	Call with T. Goren, ResCap, and Dorsey regarding ordinary course and de minimis asset sales (.3); review and analyze de minimis asset sale motions in SDNY (.6).	Martin, Samantha	0.90	535.50
21-May-2012	Multiple conversations with L. Marinuzzi and J. Wishnew regarding various motions and applications to be filed in the case.	Moss, Naomi	0.30	151.50
21-May-2012	Discussions with N. Rosenbaum and G. Lee regarding supplemental servicing motion and related issues (.7); review outline of same (.4).	Nashelsky, Larren M.	1.10	1,072.50
21-May-2012	Review and respond to emails with client regarding scope of Servicing Orders and short sale issues (.2); outline necessary supplement to first day relief in connection with same (.4).	Rosenbaum, Norman S.	0.60	480.00
21-May-2012	Review and revise correspondence to counsel regarding OCP order and fee issues.	Rosenbaum, Norman S.	0.40	320.00

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22-May-2012	Attend meeting with motion team to discuss revised motion and draft orders.	Beck, Melissa D.	2.00	1,330.00
22-May-2012	Discuss OCP motion with E. Richards.	Molison, Stacy L.	0.20	113.00
22-May-2012	Discuss ordinary course professionals motion with N. Rosenbaum and S. Molison (.4); revise same (.1.1).	Richards, Erica J.	1.50	892.50
22-May-2012	Prepare outline of supplement to First Day Servicing Motions (.4); meeting with E. Richards regarding preparation of supplement to First Day Servicing Motions (.5); review emails from E. Richards regarding timing of filing of Supplement to First Day servicing motions (.2).	Rosenbaum, Norman S.	1.10	880.00
23-May-2012	Attend meeting to discuss filing deadlines and status of draft supplemental motions (.3); draft portions of supplemental servicing motion and draft order relating to indemnification issues (6.8).	Beck, Melissa D.	7.10	4,721.50
23-May-2012	Prepare for (.2) and participate on call with Company's legal department and MoFo team regarding servicing issues (1.0); analysis of servicing issues and impact of bankruptcy (.8); correspond with Company legal department regarding ordinary course issues (.3); prepare for (.2) and participate on call with N. Rosenbaum J. Scoliard and P. Cullen (ResCap) regarding automatic stay issues and strategy (.7); analysis of entered servicing order (.3); review open issues to address is supplemental motion (.2); correspond with J. Scoliard (ResCap) regarding strategy (.2).	Hager, Melissa A.	3.90	2,866.50
23-May-2012	Call with Ally counsel to discuss timing of final hearings on second day motions (.5). Correspondence with UST regarding date, time and location for 341 Meeting (.2), correspondence to J. Whitlinger, T. Hamzehpour regarding 341 meeting (.3).	Haims, Joel C.	10.00	8,500.00
23-May-2012	Participate in MoFo team meeting regarding case status and upcoming motions (.7); draft de minimis asset sales motion (2.8).	Martin, Samantha	3.50	2,082.50
23-May-2012	Participate in MoFo team meeting regarding upcoming motions and next steps with respect to case.	Molison, Stacy L.	0.80	452.00
23-May-2012	Team meeting with N. Rosenbaum, T. Goren, J. Wishnew, S. Martin, M. Crespo, J. Newton, E. Richards, and M. Beck regarding case strategy and next steps.	Moss, Naomi	0.70	353.50
23-May-2012	Draft motion for supplemental servicing relief and related order.	Richards, Erica J.	6.50	3,867.50
23-May-2012	Review revised 363 declaration and prepare analysis regarding same.	Smith, Andrew M.	0.80	600.00
24-May-2012	Review draft supplemental motion and related order (1.4); prepare summary chart of supplemental motion provisions and trustee requests (3.0).	Beck, Melissa D.	4.40	2,926.00

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24-May-2012	Review motion to supplemental servicing motion (.7); draft insert for servicing motion regarding relief from automatic stay in connection with borrower's bankruptcy (.9); revise proposed order clarifying servicer motion (.2); analysis of precedents regarding servicer bankruptcies (.8).	Hager, Melissa A.	2.60	1,911.00
24-May-2012	Prepare draft motion to exceed page limit (.9); prepare draft order regarding same (.3).	Kline, John T.	1.20	354.00
24-May-2012	Coordinate preparation of form of motion to exceed page limits (.2); coordinate preparation form of order permitting voluminous exhibits to be served by CD (.2); review and revise draft 7007.1 statement (.1) review AFI 10-K for 7007.1 statement (.3) and revise 7007.1 statement (.3); discuss with M. Beck and L. Marinuzzi regarding 510(b) equitable subordination issues (.5); review and revise proposed order regarding extension of the automatic stay (.3); review and revise form of motion to exceed page limits (.4); prepare motion to exceed page limits for motion to extend the stay (.7).	Newton, James A.	3.00	1,335.00
24-May-2012	Review draft motion to authorize payment of trustees' fees.	Princi, Anthony	0.70	682.50
24-May-2012	Continue drafting supplemental servicing motion and related order (3.5); meet with working group to discuss trustee comments to same (.7); revise same (4.5).	Richards, Erica J.	8.70	5,176.50
24-May-2012	Call with S. Molison and J. Newton regarding automatic stay issues.	Rosenbaum, Norman S.	0.60	480.00
25-May-2012	Calls with client regarding servicing issues and supplemental motion (2.0); revise riders relating to trustee fees and expenses for supplemental motion and distribute to interested parties for review and comment (3.0).	Beck, Melissa D.	5.00	3,325.00
25-May-2012	Revise motion to supplement servicing order (.7); revise order granting motion (.2); prepare for (.1) call with legal department and MoFo team regarding supplemental servicing motion and strategy (1.1); review relevant decision/precedents regarding impact on mortgage servicer bankruptcy filing (1.2).	Hager, Melissa A.	3.30	2,425.50
25-May-2012	Review and discussions with Trustee's regarding payment of servicing and trustee fees and discussions with team relating to motion regarding same (1.9); review and edit motion to implement loss mitigation programs, lift stay, etc (.8); calls with counsel to RMBS trusts regarding servicing motion and amendments to servicing order (1.8).	Lee, Gary S.	4.50	4,387.50

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25-May-2012	Calls with trustees' counsel regarding reimbursement and servicing motion amendment (1.2); review servicing amendment language regarding trustee indemnification (.7); review trustee revisions to servicing motion amendment and memorandum comparing drafts (1.0); call with G. Lee, A. Princi, M. Beck and clients regarding trustee reimbursement issues (.5).	Levitt, Jamie A.	3.40	2,975.00
25-May-2012	Review supplemental servicing motion and order (.6); call with N. Rosenbaum, M. Hager, E. Richards and Company regarding supplemental servicing motion and order (1.2).	Molison, Stacy L.	1.80	1,017.00
25-May-2012	Draft order allowing the debtors to circulate voluminous exhibits by CD (1.9); call with Judge Glenn's chambers regarding same (.3); meeting with J. Newton regarding same (.2); draft notice section for all motions (.4); review and comment on ex parte motion seeking to exceed page limit in the stay motion (.2).	Moss, Naomi	3.00	1,515.00
25-May-2012	Prepare for and participate in call with servicing trustees regarding supplemental servicing motion (.5); review draft of same (.4); discussions with G. Lee and N. Rosenbaum regarding same (.2).	Nashelsky, Larren M.	1.10	1,072.50
25-May-2012	Meet with R. Baehr and J. Haims et al regarding additional needs related to preparation of filing materials for adversary and motion to extend the stay (.5); discussion with N. Moss regarding same (.2) and regarding service of certain motions in the administrative case (.2); revise motion and order to exceed page limits (.2); further motions to same in accordance with comments from N. Rosenbaum (.3); review and revise order related to service of adversary exhibits by CD-ROM (.2); discuss same with N. Moss (.1); coordinate preparation of and format for courtesy copies for chambers (.3); review local rules and standing orders regarding motion formatting issues (.3); discuss service list issues from B. Miller related to KCC service and separate process service (.2); update titles on motion and order to reflect new motion title (.1); review updated proposed order related to motion to extend the stay (.1) and review FRBP regarding same (.2); update proposed orders related to the stay extension motion with required ordered paragraphs (.2); meet with B. Miller regarding separate service of motion and process (.3); call with R. Baehr regarding return and objection dates (.2); advise J. Roy and R. Baehr regarding filing procedures for adversary proceeding and motions on ECF (.4).	Newton, James A.	4.00	1,780.00

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25-May-2012	Discussion with N. Moss regarding service of certain motions in the administrative case (.2); revise motion and order to exceed page limits (.2); further motions to same in accordance with comments from N. Rosenbaum (.3); review and revise order related to service of adversary exhibits by CD-ROM (.2); discuss same with N. Moss (.1); coordinate preparation of and format for courtesy copies for chambers (.3); review local rules and standing orders regarding motion formatting issues (.3); discuss service list issues from B. Miller related to KCC service and separate process service (.2); update titles on motion and order to reflect new motion title (.1).	Newton, James A.	1.90	845.50
25-May-2012	Participate in call with counsel to Trustee, N. Rosenbaum, M. Beck and G. Lee regarding revisions to Supplemental Order regarding Servicing (1.0); follow-up call with counsel to DB re same (.7); review note from M. Beck regarding insert to Servicing Order regarding Trustees' fees (.4); review client comments to same (.3).	Princi, Anthony	2.70	2,632.50
25-May-2012	Revise Supplemental Servicing Motion and order and discussions with team regarding same (6.9); calls with counsel for trustees to discuss same (x2) (2.1); call with company and team to discuss same (1.5); discuss revisions to utilities motion with L. Marinuzzi (.3).	Richards, Erica J.	10.80	6,426.00
25-May-2012	Review motion to exceed page limits regarding stay motion and proposed order (.3); meet with J. Newton to discuss comments to motion to exceed page limit on motion to stay litigation (.2); participate in call with counsel to Trustees, A. Princi, M. Beck and G. Lee regarding revisions to Supplemental Order regarding Servicing (1.0); call with M. Hager, S. Molison, E. Richards and ResCap in-house legal regarding comments to Supplemental Order and Motion regarding servicing (1.0); review and revise supplemental order and motion regarding servicing (2.3); meet with E. Richards and review comments to supplemental order regarding servicing (.4); review comments to supplemental order and motion regarding servicing from ResCap In-house legal team (.4); emails with MoFo team regarding consents regarding supplemental order (.3).	Rosenbaum, Norman S.	5.90	4,720.00
26-May-2012	E-mail and call with supplemental motion team regarding revisions relating to language with respect to servicing functions and payment of trustee fees and expenses (3.0); revise supplemental motion and order to reflect request for authority and direction to continue performing servicing functions and paying trustee fees and expenses (1.0); review various Servicing Agreements to determine if any require additional servicing functions with respect to servicer error or mortgage loan buybacks (1.0).	Beck, Melissa D.	5.00	3,325.00

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26-May-2012	Review revised servicing order (.2) and motion to supplement same (.3); revise motion (.2); review correspondence with client regarding open servicing issues (.4).	Hager, Melissa A.	1.10	808.50
26-May-2012	Review supplemental servicing motions and edit same.	Nashelsky, Larren M.	0.70	682.50
26-May-2012	Email exchanges with M. Beck and N. Rosenbaum regarding additional revisions to proposed insert to Servicing Order.	Princi, Anthony	1.20	1,170.00
26-May-2012	Review and respond to emails with M. Beck, A. Princi and G. Lee regarding revision to Supplemental Servicing Order regarding Trustee fees.	Rosenbaum, Norman S.	0.50	400.00
27-May-2012	E-mail and calls with supplemental motion team regarding revisions relating to language with respect to limitations on certain servicing functions and make-whole or buyback provisions (1.7); further revise supplemental order to reflect limitation on certain servicing functions (.3); prepare blacklines of trustee rider language, motion and order and distribute to client and motion team for review (1.0); forward documents to Centerview (.1); call with E. Richards regarding authorization versus direction language in supplemental servicing order (.3); review and provide comments to 9019 motion (.1).	Beck, Melissa D.	3.50	2,327.50
27-May-2012	Analysis of open issues regarding supplemental servicing order (.3); review revised order granting motion (.2); review revised motion to supplement servicing order (.4).	Hager, Melissa A.	0.90	661.50
27-May-2012	Further review supplemental servicing motion (.5); draft, review and revise declaration in support of supplemental servicing motion (5.2); email to N. Rosenbaum regarding same (.1).	Molison, Stacy L.	5.80	3,277.00
27-May-2012	Revise supplemental servicing motion and order per comments from L. Nashelsky (.5); call with M. Beck to discuss further revisions to same (.3).	Richards, Erica J.	0.80	476.00
27-May-2012	Review revised draft of insert to Supplemental Servicing Motion on Trustee fees (.8); call with M. Beck regarding further revisions (.4); review further revised draft (.4); review and respond to emails with MoFo team regarding revisions (.3).	Rosenbaum, Norman S.	1.90	1,520.00
28-May-2012	Analysis of revised motion to supplement servicing order (.6); analysis of revised order granting motion (.2); review declaration in support (.2).	Hager, Melissa A.	1.00	735.00
28-May-2012	Review and revise servicing motion and language regarding RMBS trustees reimbursement and discussion with M. Beck regarding same.	Lee, Gary S.	1.60	1,560.00
28-May-2012	Review supplemental servicing motions and revise same.	Nashelsky, Larren M.	0.80	780.00

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28-May-2012	Review and comment on draft of supplemental servicing order and motion (1.6); review draft of declaration in support (.4).	Rosenbaum, Norman S.	2.00	1,600.00
29-May-2012	Review case management orders and discuss with J. Newton (.2); research service of process (2.4); research party information for service of process (2.7); research extension of automatic stay and draft analysis of cases (3.4).	Baehr, Robert J.	8.70	3,871.50
29-May-2012	E-mails with internal working group, company and trustee counsel regarding supplemental motion revisions relating to trustee fees and expenses.	Beck, Melissa D.	3.90	2,593.50
29-May-2012	Review and revise supplemental servicing motion.	Lee, Gary S.	0.80	780.00
29-May-2012	Review correspondence regarding trustee indemnification/reimbursement issues.	Levitt, Jamie A.	0.40	350.00
29-May-2012	Revise declaration in support of supplemental servicing motion (.5); email to N. Rosenbaum regarding same (.1).	Molison, Stacy L.	0.60	339.00
29-May-2012	Review and revise supplemental servicing agreement motion/order (.3); discussions with N. Rosenbaum regarding same (.3).	Nashelsky, Larren M.	0.60	585.00
29-May-2012	Discussions with G. Lee and A. Princi regarding timing of filing PSA motion and 2019 statement under seal.	Nashelsky, Larren M.	0.40	390.00
29-May-2012	Discuss service issues related to motion to extend the stay with J. Rothberg (.2); discuss additional logistical and procedural issues regarding service of process, motions and strategy issues related to the Debtors' motion to extend the stay with J. Haims, N. Rosenbaum and J. Rothberg (.3); coordinate finalization of service list, entry of CD service order and service requirements for KCC with R. Baehr (.3); circulate email regarding same to internal team (.1).	Newton, James A.	0.90	400.50
29-May-2012	Discuss service and case administration order issues with R. Baehr (.1); review case management procedures and rules of procedure regarding service and procedural issues related to complaint and motion (.3).	Newton, James A.	0.40	178.00
29-May-2012	Call with Trustee's counsel regarding supplemental Servicing Order (.5); call with Clients regarding supplemental Servicing Order (.7).	Princi, Anthony	1.20	1,170.00
29-May-2012	Call with trustees' counsel regarding supplemental Servicing Order.	Princi, Anthony	0.50	487.50
29-May-2012	Call with operational servicing personnel at company to discuss supplemental servicing motion (x2) (.7); calls (x2) with in-house legal personnel at company to discuss supplemental servicing motion (1.2); e-mails with M. Beck, G. Lee and L. Nashelsky regarding same (.3); revise supplemental servicing motion and order (6.2).	Richards, Erica J.	8.40	4,998.00

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29-May-2012	Call with ResCap legal regarding comments to supplemental servicing order (1.7); call with ResCap Servicing professionals regarding comments to supplemental servicing order (.6); meet with E. Richards and discuss revisions to supplemental servicing motion (1.0); emails with ResCap legal and review same regarding comments to supplemental servicing order (.7); review and revise supplemental servicing order and declaration in support (2.3); review and respond to emails from L. Nashelsky regarding supplemental servicing motion (.2).	Rosenbaum, Norman S.	6.50	5,200.00
29-May-2012	Correspond with M. Bernstein (FTI) and legal department regarding ordinary course professional thresholds and data for motion.	Wishnew, Jordan A.	1.00	680.00
30-May-2012	Review and revise Supplemental Servicing Motion, order and related declaration.	Beck, Melissa D.	2.00	1,330.00
30-May-2012	Draft summary of Nora v. RFC complaint per G. Lee and J. Levitt request.	Clark, Daniel E.	1.10	654.50
30-May-2012	Research and analysis related to bar dates and shortening time for governmental bar date (2.1); prepare motion for bar date (2.3), proposed order (.9), and form of notice (1.1).	Crespo, Melissa M.	6.40	2,432.00
30-May-2012	Review and revise declarations in support of servicing motions.	Engelhardt, Stefan W.	2.00	1,700.00
30-May-2012	Finalize motion regarding servicing, trustee fees and foreclosures.	Lee, Gary S.	0.90	877.50
30-May-2012	Review Committee mark-up of utilities order (.3); correspondence with E. Richards regarding preparation of final utilities order and necessary modifications. (.2).	Marinuzzi, Lorenzo	0.50	432.50
30-May-2012	Revise utilities order per committee's comments (.9); discussions with L. Marinuzzi and E. Richards regarding same (.2).	Moss, Naomi	1.10	555.50
30-May-2012	Respond to inquiry regarding status of motions for partners for status meeting at tomorrow's hearings.	Newton, James A.	0.20	89.00
30-May-2012	Review and revise revised draft of Supplemental Servicing Motion (1.5); email exchange with E. Richards regarding same (.2).	Princi, Anthony	1.70	1,657.50
30-May-2012	Calls with Company (x3) to discuss supplemental servicing motion, order, and supporting declaration (2.4); research use of approved omnibus settlement procedures in other mortgage servicing cases (.5); revise and conform supplemental servicing motion, order, and supporting declaration (6.2); draft motion to hear supplemental servicing motion on shortened notice (.8); draft order to shorten notice (.5); draft declaration in support of motion to shorten (1.2).	Richards, Erica J.	11.60	6,902.00

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30-May-2012	Call with ResCap Legal team regarding comments to supplemental motion regarding servicing (.4); review and comment on supplemental motion regarding servicing and RC legal comments (2.7); call with N. Campbell and M. Fahy-Woehr regarding settlement parameters in supplemental servicing motion (.5); meeting with E. Richards regarding revisions to supplemental motion and declaration in support (.6); call with D. Neier regarding servicing issues (.4).	Rosenbaum, Norman S.	4.60	3,680.00
31-May-2012	E-mail communications regarding termination of subservicing agreements and Ginnie Mae issuer responsibilities (2.5); calls with working group and company to discuss servicing issues and supplemental orders to address such issues, including trustee issues (1.5); review motion filed in court by servicing clients (2.0).	Beck, Melissa D.	6.00	3,990.00
31-May-2012	Research related to recent bar date orders and notice period (1.1) and prepare summary of same (.4).	Crespo, Melissa M.	1.50	570.00
31-May-2012	Prepare, file and coordinate service of supplemental servicing motion (.3); prepare and file motion to shorten time on same (.3).	Guido, Laura	0.60	168.00
31-May-2012	Review pertinent decisions regarding Chapter 13 servicing issues (.7); review Company's comments to supplemental servicing order (.1).	Hager, Melissa A.	0.80	588.00
31-May-2012	Review and edit Servicing Supplemental Motion; (2.6); work on bar date motion (.8).	Lee, Gary S.	3.40	3,315.00
31-May-2012	Review Supplemental Servicing Motion and proposed order (.5); call with J. Wishnew regarding terms of OCP motion (.2); call with E. Richards regarding same (.1).	Molison, Stacy L.	0.80	452.00
31-May-2012	Call to Chambers regarding the exhibits order (.1); meet with E. Richards regarding revised utilities order (.2); prepare and file motion to shorten notice for supplemental servicing motion (.3); multiple meetings with E. Richards regarding same and with L. Guido regarding same (.2); call with G. Sasson regarding the Supplemental Servicing Motion (.2).	Moss, Naomi	1.00	505.00
31-May-2012	Review motion shortening time regarding Supplemental Servicing Motion (.3); discussions with counsel to Trustees regarding same (.3); review final version of supplemental motions (.3).	Nashelsky, Larren M.	0.90	877.50
31-May-2012	Call with N. Rosenbaum, E. Richards and ResCap servicing and legal teams regarding review and comment to Supplemental Servicing Motion and proposed order (1.3); email exchange with client regarding servicing issues (.3).	Princi, Anthony	1.60	1,560.00

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31-May-2012	Revise and finalize Supplemental Servicing Motion (2.1); declaration (1.2); and order (.8); revise and finalize motion to hear supplemental motion on shortened notice, and related declaration and order including meeting with N. Rosenbaum regarding same (1.3).	Richards, Erica J.	5.40	3,213.00
31-May-2012	Review and revise motion, declaration and proposed order regarding motion to shorten regarding Supplemental Servicing Motion (1.2); discussion with E. Richards regarding comments to motion, declaration and proposed order regarding motion to shorten regarding Supplemental Servicing Motion and comments to underlying motion (.4); call with E. Richards, A. Princi and ResCap servicing and legal teams regarding review and comment to Supplemental Servicing Motion and proposed order (1.3); review and revise Supplemental Servicing Motion (.6); review emails regarding supplemental servicing and servicing motions from committee counsel (.4); meet with J. Wishnew regarding OCP motion and order and timing (.4); call with S. Molison regarding OCP motion (.2); discussion with J. Rothberg and J. Newton regarding procedural issues regarding motion to stay litigation (.3).	Rosenbaum, Norman S.	4.80	3,840.00
31-May-2012	Research issues related to service of process on foreign entities (3.0); meet with J. Roy and R. Baehr and discuss same (.5); continue drafting outline for oral argument on motion to extend the automatic stay and discuss with team relating thereto (1.5); coordinate issues related to serving motion and supporting papers (1.0).	Rothberg, Jonathan C.	6.00	3,570.00
31-May-2012	Correspond with client and review OCP and bar date motions and meet with N. Rosenbaum relating thereto.	Wishnew, Jordan A.	0.60	408.00
<b>Total: 028</b>	<b>Other Motions and Applications</b>		<b>276.30</b>	<b>182,449.00</b>

#### Non-Working Travel

14-May-2012	Travel to/from court for first-day hearings.	Wishnew, Jordan A.	1.50	1,020.00
15-May-2012	Travel to office from Court.	Freimuth, Renee L.	0.70	465.50
19-May-2012	Travel from New York to San Francisco.	Kline, John T.	8.00	2,360.00
21-May-2012	Travel to and from NYC.	Hoffinger, Adam S.	5.00	4,475.00
24-May-2012	Travel to and from NYC.	Hoffinger, Adam S.	6.00	5,370.00
31-May-2012	Travel to (.7) and from (.5) hearing and status meeting.	Martin, Samantha	1.20	714.00
<b>Total: 029</b>	<b>Non-Working Travel</b>		<b>22.40</b>	<b>14,404.50</b>

#### Ally Settlement

15-May-2012	Review and respond to email from UST regarding Ally settlement.	Lee, Gary S.	0.10	97.50
16-May-2012	Emails to and from counsel to independent directors regarding meeting.	Lee, Gary S.	0.30	292.50

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17-May-2012	E-mails with G. Lee and J. Levitt regarding settlement of claims against Ally Bank and upcoming meeting.	Hoffinger, Adam S.	0.70	626.50
18-May-2012	Review materials regarding potential claims against Ally Bank (1.0); e-mails regarding meeting about settlement of claims against Ally Bank (.2).	Hoffinger, Adam S.	1.20	1,074.00
21-May-2012	Meet with counsel to independent directors and team regarding claims settlement.	Lee, Gary S.	1.50	1,462.50
21-May-2012	Prepare for and attend meeting with counsel to Independent Directors regarding Ally investigation by Creditors Committee (2.2); discussions with K. Eckstein regarding Committee investigation of Ally settlement issues (.2).	Nashelsky, Larren M.	2.40	2,340.00
22-May-2012	Meeting with counsel for independent directors regarding portion of the presentation regarding Ally settlement negotiations.	Levitt, Jamie A.	0.50	437.50
22-May-2012	Discussions with K&E regarding providing materials to counsel to Creditors' Committee (.5); review material to be provided (.4); discussions with G. Lee regarding same (.2).	Nashelsky, Larren M.	1.10	1,072.50
23-May-2012	Review materials regarding Ally claims.	Hoffinger, Adam S.	1.80	1,611.00
24-May-2012	Meeting with Ally advisors regarding case status/issues, potential sale issues.	Goren, Todd M.	1.60	1,160.00
24-May-2012	Attend meeting with Independent Directors, J. Tanenbaum, G. Lee; J. Levitt regarding Ally settlement.	Hoffinger, Adam S.	2.00	1,790.00
24-May-2012	Attend meeting with independent directors to review Ally settlement negotiations and claims analysis.	Levitt, Jamie A.	2.00	1,750.00
24-May-2012	Attend meeting with Ally advisors regarding review case timeline and sale of assets.	Marinuzzi, Lorenzo	1.60	1,384.00
24-May-2012	Prepare for and attend meeting with ResCap independent directors and their counsel regarding Ally Settlement and review (2.1); discussions with G. Lee and J. Levitt regarding same (.2).	Nashelsky, Larren M.	2.30	2,242.50
24-May-2012	Meeting with J. Mack, J. Ilary, G. Lee, J. Levitt, L. Nashelsky, J. Tanenbaum and A. Hoffinger regarding Ally settlement negotiations (2.2); revise Committee presentation regarding same (.9).	Whitney, Craig B.	3.10	2,123.50
31-May-2012	Review e-mails, materials regarding Ally settlement.	Hoffinger, Adam S.	0.80	716.00
31-May-2012	Meeting with Ally counsel regarding discovery regarding Ally claims.	Lee, Gary S.	0.20	195.00
31-May-2012	Review draft joint defense agreement with Ally (.8); review correspondence from J. Levitt regarding same (.2).	Whitney, Craig B.	1.00	685.00
<b>Total: 032</b>	<b>Ally Settlement</b>		<b>24.20</b>	<b>21,060.00</b>

**Minimal Hours**

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14-May-2012	Finalize deposit escrow agreement with JPMorgan and Sidley (on behalf of Nationstar Mortgage LLC).	Ashton, Scott D.	0.80	568.00
14-May-2012	Review e-mail from N. Evans with acquisition agreement (.1); review employee benefits provisions of same (.3); review e-mail from J. Wishnew regarding filing (.1).	Borden, Paul C.	0.50	437.50
14-May-2012	Research claims trading order precedents.	Goldberger, Jared B.	1.70	858.50
14-May-2012	Review draft legal opinion in connection with DIP credit agreement (1.0); calls with G. Peck regarding comments to same (.3).	Mink, Jennifer J.	1.30	1,105.00
15-May-2012	Follow up on escrow account and deposit funding with JPMorgan and Sidley.	Ashton, Scott D.	0.20	142.00
15-May-2012	Prepare for call with F. Kuplicki and PBGC representatives regarding employee matters (.2); call with F. Kuplicki, S. Seitz and PBGC attorney and analyst regarding employee matters (.5); review and revise notes regarding same (.3).	Borden, Paul C.	1.00	875.00
15-May-2012	Research regarding ability of corporate entities to borrow or give guaranties in various jurisdictions.	Yuan, Laurence Min	1.60	608.00
16-May-2012	Analysis issues regarding the manner of advising home equity line customers of the claims that they may assert as a result of the termination of their right to obtain credit advances.	Gabai, Joseph	0.20	170.00
17-May-2012	Call with S. Molison regarding non-judicial foreclosure issues under California law.	Dresser, Gregory P.	0.40	320.00
17-May-2012	Call with defense team regarding matter (1.0); follow up call with SEC staff (.3).	Fons, Randall J.	1.30	1,085.50
17-May-2012	Emails with N. Evans and A. Bayz regarding HSR filing issues.	Gowdy, Jonathan S.	0.20	160.00
18-May-2012	Review Affidavit for HSR reporting issues(1.1); review potential HSR exemptions (1.3).	Bayz, Panagiotis C.	2.40	1,668.00
18-May-2012	Follow up call with ResCap team regarding outstanding issues with SEC.	Fons, Randall J.	0.50	417.50
18-May-2012	Analysis of issues relating to suspension of advances under HELOCS.	Gabai, Joseph	0.20	170.00
18-May-2012	Emails with N. Evans, A. Bayz and S. Jahann regarding HSR filing issues and related memorandum (.3); meeting with A. Bayz and S. Jahann regarding same (.3); review and revise memorandum same (.3).	Gowdy, Jonathan S.	1.60	1,280.00
18-May-2012	Draft memorandum regarding antitrust issues in integration planning (1.8); discuss with J. Gowdy regarding same (.3).	Jahann, Sai	2.10	871.50
20-May-2012	Emails with N. Evans and A. Bayz regarding HSR filing issues.	Gowdy, Jonathan S.	0.20	160.00

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21-May-2012	Review asset purchase agreements for HSR issues and possible exceptions.	Bayz, Panagiotis C.	1.30	903.50
22-May-2012	Call with F. Kuplicki (AFI); R. Schrock (K&E), S. Seitz (AFI HR), C. Gran (PBGC) and V. Murrell (PBGC) regarding pension plan matters; transfer of sponsorship of pension plan (.7); draft and revise notes of telephone conference (.2).	Borden, Paul C.	0.90	787.50
22-May-2012	Draft Bill of Sale.	Finn, Kathy	1.00	430.00
22-May-2012	Research case law regarding Stern v. Marshall (1.0); correspond with J. Haims and J. Rothberg regarding research findings (.3).	Fletcher, Kiersten A.	1.30	578.50
22-May-2012	Prepare email to L. Marinuzzi regarding potential liability associated with the cutting off of credit advances under home equity lines.	Gabai, Joseph	0.40	340.00
22-May-2012	Emails with A. Bayz regarding HSR filing issues and possible exemptions (.1); review informal FTC opinions on scope of intra-person exemption for bankruptcy transaction (.1); emails with N. Evans regarding HSR filing issues and exemptions (.1).	Gowdy, Jonathan S.	0.30	240.00
23-May-2012	Discussions with HSR counsel for AFI regarding HSR reporting requirements and timing issues.	Bayz, Panagiotis C.	0.30	208.50
23-May-2012	Review and reply to email from T. Hamzehpour regarding HSR filing issues (.1); call with A. Bayz regarding same (.1); review revised HSR information request memo (.2); provide comments to S. Jahann regarding same (.2).	Gowdy, Jonathan S.	0.60	480.00
23-May-2012	Draft memorandum to client regarding information required for antitrust filing (1.4); meet with J. Gowdy regarding information request memorandum (.2); revise information request memorandum (.3); draft memorandum to client regarding documents responsive to antitrust filing (.3).	Jahann, Sai	2.20	913.00
24-May-2012	Review and revise HSR information request memoranda.	Bayz, Panagiotis C.	0.80	556.00
24-May-2012	Review e-mail from J. Wishnew regarding repetition claim of non-qualified deferred compensation benefit (.1); respond to J. Wishnew by e-mail (.2).	Borden, Paul C.	0.30	262.50
24-May-2012	Review comments from A. Bayz on HSR information request (.2); emails with S. Jahann regarding same (.1).	Gowdy, Jonathan S.	0.30	240.00
24-May-2012	Revise memorandum regarding information required for antitrust filing (.4); revise memorandum regarding documents responsive to antitrust filing (.2).	Jahann, Sai	0.60	249.00
25-May-2012	Follow up on executed copy of escrow agreement with fully signed schedules.	Ashton, Scott D.	0.20	142.00
25-May-2012	Review revised HSR information request and Item 4c/4d document request (.2); emails T. Hamzehpour regarding same (.1).	Gowdy, Jonathan S.	0.30	240.00

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29-May-2012	Review and respond to correspondence regarding SEC investigation.	Fons, Randall J.	0.90	751.50
30-May-2012	Draft certificates of incumbency for ResCap, RFC, GMACM, and Borrower entities.	Yuan, Laurence Min	0.40	152.00
31-May-2012	Call with A. Janiczek, A. Steinman, J. Wishnew regarding approach to separation of executive and mitigation of risks regarding same (.5); review documents regarding same (.5).	Westman, Daniel P.	1.00	785.00
<b>Total: 035</b>	<b>Minimal Hours</b>		<b>29.30</b>	<b>19,155.50</b>

**Total Fees** **2,482,860.00**

Client Accommodation	<u>-26,357.75</u>
Total Fees Due	<u>2,456,502.25</u>

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No.	Name	Rate	Hours	Value
10211	Borden, Paul C.	875.00	2.70	2,362.50
11296	Cohn, Hillel T.	800.00	7.00	5,600.00
08676	Dopsch, Peter C.	850.00	6.60	5,610.00
00790	Dresser, Gregory P.	800.00	0.40	320.00
12705	Engelhardt, Stefan W.	850.00	34.50	29,325.00
12256	Fons, Randall J.	835.00	2.70	2,254.50
14140	Goren, Todd M.	725.00	106.00	76,850.00
04869	Gowdy, Jonathan S.	800.00	3.50	2,800.00
06586	Haims, Joel C.	850.00	107.10	91,035.00
12260	Hoffinger, Adam S.	895.00	25.20	22,554.00
11471	Humphreys, Thomas A.	1,125.00	13.70	15,412.50
12937	Lee, Gary S.	975.00	170.50	166,237.50
04458	Levitt, Jamie A.	875.00	152.80	133,700.00
14116	Marinuzzi, Lorenzo	865.00	91.40	79,061.00
10323	Mink, Jennifer J.	850.00	1.30	1,105.00
07157	Nashelsky, Larren M.	975.00	123.00	119,925.00
15411	Princi, Anthony	975.00	136.30	132,892.50
12742	Reigersman, Remmelt A.	725.00	5.90	4,277.50
10049	Rosenbaum, Norman S.	800.00	169.40	135,520.00
12010	Smith, Andrew M.	750.00	7.80	5,850.00
10181	Tanenbaum, James R.	995.00	59.20	58,904.00
07108	Weiss, Russell G.	795.00	16.50	13,117.50
11465	Westman, Daniel P.	785.00	1.00	785.00
14417	Abott, Lisa H.	465.00	20.10	9,346.50
14952	Baehr, Robert J.	445.00	137.70	61,276.50
14077	Beck, Melissa D.	665.00	97.20	64,638.00
12100	Cheng, Calvin Z.	640.00	14.10	9,024.00
15864	Clark, Daniel E.	595.00	139.40	82,943.00
15647	Crespo, Melissa M.	380.00	88.90	33,782.00
16889	Fasman, David I.	565.00	16.50	9,322.50
15003	Fletcher, Kiersten A.	445.00	1.30	578.50
12453	Freimuth, Renee L.	665.00	74.00	49,210.00
16129	Goldberger, Jared B.	505.00	1.70	858.50
16698	Hildbold, William M.	445.00	11.40	5,073.00
14424	Huang, Ying	465.00	14.40	6,696.00
14977	Jahann, Sai	415.00	4.90	2,033.50
13206	Keen, Jonathan T.	530.00	13.20	6,996.00
14331	Kumar, Neeraj	445.00	56.20	25,009.00
16965	Law, Meimay L.	445.00	62.50	27,812.50
99797	Martin, Samantha	595.00	97.10	57,774.50
17159	Moss, Naomi	505.00	150.70	76,103.50
16826	Newton, James A.	445.00	137.90	61,365.50
16786	Ostrowsky, Adam L.	595.00	8.10	4,819.50
16873	Pierce, Joshua C.	505.00	55.50	28,027.50
11524	Pintarelli, John A.	655.00	19.50	12,772.50
14078	Richards, Erica J.	595.00	147.50	87,762.50
16153	Rosenberg, Michael J.	505.00	6.40	3,232.00
99909	Rothberg, Jonathan C.	595.00	95.10	56,584.50

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No.	Name	Rate	Hours	Value
17178	Seligson, Peter	445.00	14.00	6,230.00
14413	Steiger, Jennifer L.	415.00	20.00	8,300.00
15159	Welch, Edward M.	655.00	39.50	25,872.50
07432	Whitney, Craig B.	685.00	62.00	42,470.00
15653	Yuan, Laurence Min	380.00	2.00	760.00
07020	Gabai, Joseph	850.00	0.80	680.00
13622	Kohler, Kenneth E.	760.00	84.20	63,992.00
11773	Ashton, Scott D.	710.00	1.20	852.00
10481	Barrage, Alexandra S.	695.00	94.30	65,538.50
03832	Bayz, Panagiotis C.	695.00	4.80	3,336.00
05605	Evans, Nilene R.	760.00	26.60	20,216.00
14135	Hager, Melissa A.	735.00	37.70	27,709.50
12345	Peck, Geoffrey R.	685.00	57.50	39,387.50
14390	Thomsen, Gerd D.	685.00	18.20	12,467.00
10319	Tymann, Lisa D.	675.00	17.10	11,542.50
14141	Wishnew, Jordan A.	680.00	133.50	90,780.00
16203	Finn, Kathy	430.00	1.00	430.00
14694	Molison, Stacy L.	565.00	148.70	84,015.50
13714	Chong, Meiling	275.00	3.60	990.00
12472	Kline, John T.	295.00	68.10	20,089.50
16238	Madori, Andrea M.	285.00	7.50	2,137.50
10184	Roberts, III, Edgar J.	290.00	1.50	435.00
16591	Andrews, Hayley J.	190.00	16.00	3,040.00
16652	Donaldson, Michael D.	195.00	3.50	682.50
13849	Guido, Laura	280.00	71.80	20,104.00
17066	Klidonas, Nicolas V.	240.00	66.00	15,840.00
13869	Miller, Blake B.	255.00	51.50	13,132.50
02929	Schoerner, Jeffrey M.	205.00	3.00	615.00
15849	Shackleton, Mary E.	205.00	4.10	840.50
15595	Chow, York	170.00	0.60	102.00
16678	Mahmoud, Karim	180.00	1.10	198.00
14727	Roy, Joshua Aaron	280.00	7.00	1,960.00
17137	Zhumadilova, Asel	380.00	16.50	6,270.00
15029	Bergelson, Vadim	285.00	10.50	2,992.50
10941	Chan, David	260.00	1.20	312.00
	Client Accommodation (Minimal Hours)			-19,155.50
	Client Accommodation (Non Working Attorney Travel)			-7,202.25
	<b>TOTAL</b>		<b><u>3,812.40</u></b>	<b><u>2,456,502.25</u></b>

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Task Code	Description	Hours	Amount
001	Asset Analysis and Recovery	0.90	778.50
002	Asset Disposition/Sales	293.50	192,431.50
003	Business Operations and Advice	400.70	282,138.50
004	Case Administration	130.60	62,328.00
005	Claims Administration and Objection	16.20	9,568.50
006	Executory Contracts	68.10	35,766.50
007	Fee/Employment Applications	112.50	62,622.00
009	Financing	201.70	128,463.00
010	Plan, Disclosure Statement and Confirmation Matters	204.50	126,464.00
012	Relief from Stay Proceedings	16.50	12,044.00
013	Hearings	20.00	13,143.00
014	Tax Matters	56.10	34,292.00
016	Plan Support Agreement Matters	292.70	212,319.50
017	PLS Litigation	203.30	160,477.00
018	Litigation (Other)	497.50	292,467.00
019	Government/Regulatory	27.60	24,138.00
020	Customer and Vendor Matters	18.60	9,846.50
022	Communication with Creditors	82.50	68,440.50
023	Meetings of Creditors	107.40	84,718.00
024	Employee Matters	85.50	50,894.00
025	Discovery or Rule 2004 Requests	54.60	35,250.00
026	Schedules and Statements	29.80	18,025.00
027	First Day Motions and Hearings	539.40	329,176.00
028	Other Motions and Applications	276.30	182,449.00
029	Non-Working Travel	22.40	14,404.50
032	Ally Settlement	24.20	21,060.00
035	Minimal Hours	29.30	19,155.50
	<b>TOTAL</b>	<b>3,812.40</b>	<b>2,482,860.00</b>

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### Disbursement Detail

<b>Date</b>	<b>Description</b>	<b>Value</b>
31-May-2012	Photocopies	2,440.27
31-May-2012	Color Copies	121.10
31-May-2012	Air Freight	310.30
28-May-2012	Filing Fees COURTS/USBC-NY-SECF - Cost to commence an adversary proceeding in the U.S. Bankruptcy Court COURTS/USBC-NY-SECF ROY JOSHUA	293.00
18-May-2012	Messenger Service - VENDOR: URBAN EXPRESS - Order number 7035286; 100 William St., Harrison, NJ 07029.	196.30
18-May-2012	Messenger Service - VENDOR: URBAN EXPRESS - Order number 7035288; 12 Tomas Paine Rd, Morristown - NJ 07960.	243.27
18-May-2012	Messenger Service - VENDOR: URBAN EXPRESS - Order number 7035290; 17 Monte Vernon Ave, Summit - NJ 07901.	181.39
18-May-2012	Messenger Service - VENDOR: URBAN EXPRESS - Order number 7036521; Office of The U.S. Trustee, 1 Bowling Green, New York - NY 10004.	48.51
20-May-2012	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket No. 04031516, van service delivery to 4 Time Square, NY.	32.00
20-May-2012	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket number 04036405; van service delivery to U.S. bankruptcy court.	27.00
20-May-2012	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket number 04036406; van service delivery to U.S. Trust, NY.	27.00
20-May-2012	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket number 04036407; van service delivery to SDNY, 86 Chambers Street, NY.	27.00
20-May-2012	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket number W0740579; messenger service delivery to Skadden, ARPS, Slate, Meagher & Flo, NY.	8.00
20-May-2012	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket number W0740894; van service delivery to Global Capital Markets, NY.	27.00
20-May-2012	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket number 04040398; messenger service delivery to Skadden Arps.	8.00
27-May-2012	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket No. 04046506; Messenger service delivery to NYS Trustee, NY.	8.00
27-May-2012	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket No. 04054076; Messenger service delivery to 33 Whitehall Street, NY.	8.00
16-May-2012	Reporting Fees - VENDOR: SCRIBERS, LLC - Assignment number BKNYSD115; transcription; printed copy.	833.75
16-May-2012	Reporting Fees - VENDOR: SCRIBERS, LLC - Assignment number: BKNYSD114; copy; printed copy.	277.20
17-May-2012	Reporting Fees - VENDOR: VERITEXT/NEW YORK REPORTING COMPANY LLC - Electronic service charges.	50.40
18-May-2012	Reporting Fees - VENDOR: AUDIOEDGE TRANSCRIPTION, LLC - Original certified transcript - transcript of first day motion 02/21/12.	326.70
02-May-2012	Search Fees - VENDOR: CT CORPORATION SYSTEM - Ameriland, LLC; Judgment lien search.	5,926.20
15-May-2012	Search Fees - VENDOR: CSC (CORPORATION SERVICE COMPANY) - Status/information search in International, service fee - status check, imaging fee.	2,994.27
23-May-2012	Expert Fees - VENDOR: INTRALINKS, INC.-Professional services rendered regarding Project Bounce II - 1096545 -6 - month extension May 2012, contract period - 11/10/2011 - 11/09/2012, Workspace term extension fee.	400,000.00
14-May-2012	Travel Norman Rosenbaum, New York Hotel, 1 night, first day hearings	530.21
14-May-2012	Travel Hayley Andrews, Taxi from Morrison & Foerster LLP to Brooklyn	26.40

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Date	Description	Value
14-May-2012	Travel Alexandra Barrage, Toll.	16.00
14-May-2012	Travel Lorenzo Marinuzzi, Taxi from first day hearing to office	25.75
15-May-2012	Travel Alexandra Barrage, Toll.	7.05
15-May-2012	Travel Joshua Pierce, Worked late; car home.	12.74
15-May-2012	Travel Jordan Wishnew, Cab to court	20.60
16-May-2012	Travel James Newton, NY Taxi	12.36
16-May-2012	Travel Alexandra Barrage, Toll.	14.50
17-May-2012	Travel Alexandra Barrage, Toll.	4.00
17-May-2012	Travel Lorenzo Marinuzzi, Parking	17.00
17-May-2012	Travel Alexandra Barrage, Toll.	7.50
17-May-2012	Travel Alexandra Barrage, Driving - Roundtrip	259.74
18-May-2012	Travel Invoice #: 12202537 Voucher #: 905838 Travel Date: 05/13/12 From: LAG 1486 DELTA To: M 1290 6 AVE B J. Ruhlin *	No Charge
18-May-2012	Travel Invoice #: 12202537 Voucher #: 905145 Travel Date: 05/14/12 From: M 1290 6 AVE To: NJ 268 VAN BUREN B A. Barrage	87.97
18-May-2012	Travel Invoice #: 12202537 Voucher #: 905147 Travel Date: 05/14/12 From: M 1 BOWLING GREEN To: NJ 10 TUXEDO DRI B T. Goren	105.57
19-May-2012	Travel Kenneth Kohler, New York - Work on bankruptcy filing and post-filing matters.	2,892.72
21-May-2012	Travel Lorenzo Marinuzzi, Parking	17.00
21-May-2012	Travel Adam Hoffinger, Travel to NY regarding client meeting.	842.60
21-May-2012	Travel Adam Hoffinger, Taxi from airport regarding client meeting in NY.	30.00
21-May-2012	Travel Adam Hoffinger, Parking at airport regarding client meeting in NY.	36.00
21-May-2012	Travel HILTON HOTELS - Rescap creditors' meeting initial payment HILTON HOTELS SHEA HANNA	10,208.22
22-May-2012	Travel Invoice #: 163752 Voucher #: 1787740 Travel Date: 05/14/12 From: M 1290 6 AVE 10018 To: M 1 BOWLING GREEN 10001 B	64.56
22-May-2012	Travel Invoice #: 163752 Voucher #: 1787741 Travel Date: 05/14/12 From: M 1290 6 AVE 10018 To: M 1 BOWLING GREEN 10001 B	41.27
22-May-2012	Travel Invoice #: 163752 Voucher #: 1771551 Travel Date: 05/14/12 From: M 1290 6 AVE 10018 To: M 1 BOWLING GREEN 10001 B	41.27
22-May-2012	Travel Invoice #: 163752 Voucher #: 1771552 Travel Date: 05/14/12 From: M 1290 6 AVE 10018 To: M 1 BOWLING GREEN 10001 B	95.60
22-May-2012	Travel Invoice #: 163752 Voucher #: 2368504 Travel Date: 05/14/12 From: M 1290 6 AVE 10018 To: M 1 BOWLING GREEN 10001 B	37.39
22-May-2012	Travel Invoice #: 163752 Voucher #: 2369499 Travel Date: 05/14/12 From: M 1290 6 AVE 10018 To: M 1 BOWLING GREEN 10001 B	41.27
22-May-2012	Travel Invoice #: 163752 Voucher #: 2264603 Travel Date: 05/15/12 From: M 1290 6 AVE 10018 To: M MOTT ST 10001 Temp	25.75
22-May-2012	Travel Invoice #: 163752 Voucher #: 2308405 Travel Date: 05/15/12 From: M 1290 6 AVE 10018 To: BK 333 OINGTON AVE 11209 Temp	52.00
22-May-2012	Travel Invoice #: 163752 Voucher #: 2357199 Travel Date: 05/15/12 From: CT DARIEN To: M 1 BOWLING GREEN 10001 B	247.72
22-May-2012	Travel Invoice #: 163752 Voucher #: 2331321 Travel Date: 05/15/12 From: M 1290 6 AVE 10018 To: QU 11428 B	65.44
22-May-2012	Travel Invoice #: 163752 Voucher #: 2331304 Travel Date: 05/15/12 From: M 1290 6 AVE 10018 To: NJ EAST ORANGE B	105.81
22-May-2012	Travel Invoice #: 163752 Voucher #: 2347018 Travel Date: 05/15/12 From: M 1290 6 AVE 10018 To: M 1 BOWLING GREEN 10001 B	141.10
22-May-2012	Travel Invoice #: 163752 Voucher #: 1787758 Travel Date: 05/18/12 From: M 1290 6 AVE 10018 To: JFK B	90.96
22-May-2012	Travel Invoice #: 163752 Voucher #: 2341849 Travel Date: 05/15/12 From: M 1 BOWLING GREEN 10001 To: M 1290 6 AVE 10018 B	52.92

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Date	Description	Value
22-May-2012	Travel Invoice #: 163752 Voucher #: 2381947 Travel Date: 05/15/12 From: M 1 BOWLING GREEN 10001 To: M 1290 6 AVE 10018 B	25.75
22-May-2012	Travel Invoice #: 163752 Voucher #: 2327836 Travel Date: 05/15/12 From: M 1 BOWLING GREEN 10001 To: M 1290 6 AVE 10018 B	25.75
22-May-2012	Travel Invoice #: 163752 Voucher #: 2308042 Travel Date: 05/15/12 From: M 1 BOWLING GREEN 10001 To: M 1290 6 AVE 10018 B	25.75
23-May-2012	Travel HILTON HOTELS - Rescap meeting initial charge for internet (to be refunded) (credit TXN00035 HILTON HOTELS SHEA HANNA	500.00
24-May-2012	Travel Adam Hoffinger, Taxi regarding client meeting in NY.	60.00
24-May-2012	Travel Adam Hoffinger, Parking at airport regarding client meeting in NY.	36.00
24-May-2012	Travel Adam Hoffinger, Travel to NY regarding client meeting.	424.80
24-May-2012	Travel Adam Hoffinger, Travel from NY regarding client meeting.	183.00
24-May-2012	Travel Joel Haims, Parking fees	142.00
24-May-2012	Travel Norman Rosenbaum, Working late	300.71
25-May-2012	Travel Invoice #: 12212534 Voucher #: 206502 Travel Date: 05/14/12 From: M 1290 6 AVE CONF P/U To: LAG B R. Maddox	54.88
25-May-2012	Travel Invoice #: 12212534 Voucher #: 908094 Travel Date: 05/14/12 From: M 1290 6 AVE To: WE 42 GAIL RD YO B C. Cucuzza	94.24
25-May-2012	Travel Invoice #: 12212534 Voucher #: 907874 Travel Date: 05/14/12 From: M 1290 6 AVE To: M 4 TIME SQUARE B A. Madori	123.07
25-May-2012	Travel Invoice #: 12212534 Voucher #: 906459 Travel Date: 05/14/12 From: M 1 BOWLING GREEN To: M 1290 6 AVE B T. Hamzehpour	97.02
25-May-2012	Travel Invoice #: 12212534 Voucher #: 907077 Travel Date: 05/15/12 From: M 1290 6 AVE To: M 1 BOWLING GREE B M. Crespo	60.43
25-May-2012	Travel Invoice #: 12212534 Voucher #: 907423 Travel Date: 05/14/12 From: M 1290 6 AVE To: LI 211 STATION R B N. Klidonas	92.58
25-May-2012	Travel Invoice #: 12212534 Voucher #: 907424 Travel Date: 05/14/12 From: M 1 BOWLING GREEN To: M 1290 6 AVE B J. Ruhlin	83.99
25-May-2012	Travel Invoice #: 12212534 Voucher #: 908967 Travel Date: 05/15/12 From: M 1290 6 AVE To: M 1 BOWLING GREE B J. Whitlinger	32.15
25-May-2012	Travel Invoice #: 12212534 Voucher #: 908669 Travel Date: 05/15/12 From: M 1290 6 AVE To: M 1 BOWLING GREE B L. Marinuzzi	60.43
25-May-2012	Travel Invoice #: 12212534 Voucher #: 429306 Travel Date: 05/14/12 From: M 1 BOWLING GREEN To: M 1290 6 AVE B G. Lee/L. Marinuzzi	79.28
25-May-2012	Travel Invoice #: 12212534 Voucher #: 430200 Travel Date: 05/14/12 From: M 1 BOWLING GREEN To: M 1290 6 AVE B L. Marinuzzi	88.70
25-May-2012	Travel Invoice #: 12212534 Voucher #: 206504 Travel Date: 05/17/12 From: M 52 W 52 ST To: LAG B J. Ruckdaschel	59.60
28-May-2012	Travel HILTON HOTELS - Rescap meeting refund for inte rnet (debit TXN00035797) HILTON HOTELS SHEA HANNA	(500.00)
28-May-2012	Travel HILTON HOTELS - Refund for ResCap meeting (con struction noise outside of room) HILTON HOTELS SHEA HANNA	(8,696.59)
29-May-2012	Travel Invoice #: 164106 Voucher #: 2313076 Travel Date: 05/25/12 From: M 390 GREENWICH ST 10001 To: LAG B A Princi	58.64
29-May-2012	Travel Invoice #: 164106 Voucher #: 2142183 Travel Date: 05/19/12 From: M 1335 6 AVE 10018 To: JFK B. J. Kline	67.68
30-May-2012	Travel Peter Seligson, Worked late	11.00
30-May-2012	Transportation Invoice #: 1143468 Voucher #: A3561512 Travel Date: 05/15/12 From: 1290 6 AVE M To: 161 LOVELL RD NEW ROCHELLE10802 WE OTA J. HAMS	137.49
30-May-2012	Transportation Invoice #: 1143468 Voucher #: A3541229 Travel Date: 05/14/12 From: 1290 6 AV M To: NEW ROCHELLE10802 WE OTA J. HAMS	122.52
31-May-2012	EDiscovery Fees - VENDOR: IRIS DATA SERVICES, LLC - Tiff processing with metadata extraction, OCR.	897.11

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31-May-2012	EDiscovery Fees - VENDOR: INNOVATIVE DISCOVERY -May monthly hosting fees, user access fees.	4,774.71
14-May-2012	Business Meals Hayley Andrews, Lunch	18.18
14-May-2012	Business Meals Jordan Wishnew, Lunch	8.27
14-May-2012	Business Meals Kenneth Kohler, New York Trip - 5/10-5/14 (ResCap Restructure matter)	20.00
17-May-2012	Business Meals - VENDOR: CREATIVE CATERING - working meal for meeting with client on 5/17/2012.	179.59
19-May-2012	Business Meals Kenneth Kohler, New York - Work on bankruptcy filing and post-filing matters on 5/19/2012.	20.00
21-May-2012	Business Meals - VENDOR: CREATIVE CATERING - working meal for meeting with client on 5/21/2012.	109.14
21-May-2012	Business Meals - VENDOR: CREATIVE CATERING - working meal for meeting with client on 5/21/2012.	102.11
21-May-2012	Business Meals - VENDOR: CREATIVE CATERING - working meal for meeting with client on 5/21/2012.	57.56
21-May-2012	Business Meals - VENDOR: CREATIVE CATERING - working meal for meeting with client on 5/21/2012.	106.63
22-May-2012	Business Meals Naomi Moss, Working meal on 5/22/2012	20.00
24-May-2012	Business Meals - VENDOR: CREATIVE CATERING - working meal for meeting with client on 5/24/2012.	68.20
24-May-2012	Business Meals - VENDOR: BERKELEY CATERERS, INC. - working meal for meeting with client on 5/24/2012.	615.82
24-May-2012	Business Meals - VENDOR: BERKELEY CATERERS, INC. - working meal for meeting with client on 5/24/2012.	221.98
25-May-2012	Business Meals - VENDOR: BERKELEY CATERERS, INC. Working meal for meal with client on 5/25/2012.	147.13
27-May-2012	Business Meals Order ID:270829701 Order Date:5/16/2012 8:14:00PM Vendor Name: Cowgirl Catering Comment: A PRINCI	20.00
27-May-2012	Business Meals Order ID:270766500 Order Date:5/16/2012 5:57:00PM Vendor Name: Global Kitchen Catering Comment: ANTHONY PRINCI	20.00
27-May-2012	Business Meals Order ID:271195701 Order Date: Vendor Name: Bocca Catering Comment: working meal for meeting with client on 5/27/2012.	445.89
28-May-2012	Business Meals - VENDOR: BERKELEY CATERERS, INC. - working meal for meeting with client on 5/28/2012.	1,541.10
29-May-2012	Business Meals - VENDOR: CREATIVE CATERING - working meal for meeting with client on 5/29/2012.	361.72
30-May-2012	Business Meals - VENDOR: CREATIVE CATERING - working meal for meeting with client on 5/30/2012.	99.11
15-May-2012	Travel Meals John Kline, Breakfast	3.69
15-May-2012	Travel Meals John Kline, Lunch	7.62
15-May-2012	Travel Meals John Kline, Dinner	8.50
16-May-2012	Travel Meals John Kline, Breakfast	5.57
16-May-2012	Travel Meals John Kline, Lunch	8.71
16-May-2012	Travel Meals John Kline, Dinner	8.50
17-May-2012	Travel Meals John Kline, Breakfast	4.99
18-May-2012	Travel Meals John Kline, Breakfast	9.15
18-May-2012	Travel Meals John Kline, Lunch	8.17
18-May-2012	Travel Meals John Kline, Dinner	20.00
19-May-2012	Travel Meals John Kline, Breakfast	8.06
16-May-2012	Document Retrieval Service - VENDOR: IRMA HERRON - Complaint and copy cost regarding Case Number 12 CV-1601 and 12 CV-1658.	119.50

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22-May-2012	Document Retrieval Service - VENDOR: GARY MCCLURG - Complaint and copy cost regarding Case number 12 CV-1818 and 12 CV-1860.	122.50
30-May-2012	Document Retrieval Service - VENDOR: WEST GROUP PAYMENT CENTER - Court documents retrieval request.	329.08
Total Disbursements		435,060.81
<b>Total This Invoice</b>		<b>USD <u>2,891,563.06</u></b>